

71/045/017

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 20-F

- ☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12(B) OR 12(G) OF THE SECURITIES EXCHANGE ACT OF 1934
- ☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 1984.
Commission file number _____

BARRICK RESOURCES CORPORATION

(Exact name of registrant as specified in its charter)

Province of Ontario, Canada
(Jurisdiction of incorporation or organization)

Suite 3001, South Tower, Royal Bank Plaza,
Toronto, Canada, M5J 2J1
(Address of principal executive offices)

Securities registered or to be registered
pursuant to Section 12(b) of the Act: None

Securities registered
pursuant to Section 12(g) of the Act:

Common Shares without nominal or par value
(Title of Class)

Securities for which there is a reporting obligation
pursuant to Section 15(d) of the Act: None

Number of outstanding shares of each class
as of December 31, 1984:

Common Shares

95,777,601

\$0.114 Non-cumulative Redeemable Convertible
First Preferred Shares, Series A

207,947

\$0.126 Non-cumulative Redeemable Convertible First Preferred Shares, Series B	952,381
\$0.222 Non-cumulative Redeemable Convertible Exchangeable Second Preferred Shares, Series A	256,019
Common Share Purchase Warrants	6,000,001

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No

Indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 X Item 18

The exhibit index for this annual report is located at page 112.

Unless otherwise indicated, all information in this document is given as of May 31, 1985.

BARRICK RESOURCES CORPORATION

FORM 20-F

TABLE OF CONTENTS

	Page No.
Item 1. Description of Business	4
Item 2. Description of Property	46
Item 3. Legal Proceedings	49
Item 4. Control of Registrant	50
Item 5. Nature of Trading Markets.....	51
Item 6. Exchange Controls and Other Limitations Affecting Security Holders	53
Item 7. Taxation	54
Item 8. Selected Financial Data	55
Item 9. Management's Discussion and Analysis of Financial Condition and Results of Operations	58
Item 10. Directors and Officers of Registrant	62
Item 11. Compensation of Directors and Officers	65
Item 12. Options to Purchase Securities from Registrant or Subsidiaries	66
Item 13. Interest of Management in Certain Transactions	67
Item 15. Defaults Upon Senior Securities.....	73
Item 16. Changes in Securities and Changes in Security for Registered Securities..	74
Item 17. Financial Statements	75
Item 19. Financial Statements and Exhibits	76
Signatures	113

EXCHANGE RATES AND FINANCIAL INFORMATION

All monetary figures expressed in this annual report are in Canadian dollars, except as otherwise specified. The following table sets forth the rate of exchange for U.S. dollars at the end of each of the five past years as well as the average, high and low rates of exchange for each period:

<u>Period</u>	<u>End of Period</u>	<u>Average(1)</u>	<u>High</u>	<u>Low</u>
1984	\$0.7605	\$0.7723	\$0.8032	\$0.7527
1983	\$0.8035	\$0.8108	\$0.8201	\$0.7993
1982	\$0.8132	\$0.8088	\$0.8430	\$0.7691
1981	\$0.8430	\$0.8338	\$0.8499	\$0.8048
1980	\$0.8372	\$0.8546	\$0.8754	\$0.8258

(1) Based on the average of the exchange rates on the last day of each month during the period.

Financial information is presented in accordance with accounting principles generally accepted in Canada. Differences between accounting principles generally accepted in Canada and in the United States, as applicable to Barrick Resources Corporation, are explained in Note 18 to the Consolidated Financial Statements of Barrick.

PART I

Item 1. Description of Business.

GENERAL

Barrick Resources Corporation ("Barrick") is an international natural resources company, the common shares of which are listed for trading on the Montreal and Toronto stock exchanges in Canada, the London stock exchange under rule 163(4)(a) in England, and on the NASDAQ system in the United States. Unless otherwise indicated or

the context otherwise requires, references to Barrick herein include Barrick and its subsidiaries.

Barrick is the corporation resulting from the amalgamation under the laws of the Province of Ontario, effective July 14, 1984, of Camflo Mines Limited ("Predecessor Camflo"), Bob-Clare Investments Limited ("Predecessor Bob-Clare") and the former Barrick Resources Corporation ("Predecessor Barrick"). Predecessor Camflo was originally organized under the laws of Ontario in January 1958 and Predecessor Bob-Clare was originally organized under the laws of Ontario in 1981. Predecessor Barrick resulted from the amalgamation under the federal laws of Canada effective October 14, 1983 of Sungate Resources Ltd. ("Sungate") and the corporation known prior thereto as Barrick Resources Corporation, which itself resulted from the amalgamation under the laws of Ontario, effective May 1, 1983, of Consolidated Summit Mines Limited ("Summit") and PetroInc Resources Ltd. ("PetroInc"). On April 28, 1983, Summit completed a share exchange offer whereby it acquired all of the issued and outstanding shares of Barrick Petroleum Corporation ("Barrick Petroleum"), an Ontario corporation incorporated in 1980.

During 1984 Barrick owned direct or indirect interests in producing gold mines and gold exploration properties both in Canada and in the United States; producing and undeveloped oil and gas properties in Canada, the United States, the Pacific Basin and Turkey; coal producing properties in the United States; and geothermal exploration and development properties in the United States. In March and April 1985 respectively, Barrick sold its Canadian and Pacific Basin oil and gas interests. See page 8 for a map showing Barrick's principal areas of interest.

The following table shows the book values of the various properties and interests owned by Barrick referred to above and the respective percentages of total assets they represent, based upon the book values thereof as at December 31, 1984 and on a pro-forma basis reflecting the sale of the oil and gas assets:

Description of property or interest	Book Value (millions of dollars) as at		Approximate Percentage of total assets as at	
	Pro-forma December 31, 1984	December 31, 1984	Pro-forma December 31, 1984	December 31, 1984
Producing gold mines	\$ 79.7	\$ 79.7	43%	37%
Gold exploration properties	15.8	15.8	8	7
Producing oil and gas properties	6.8	39.9	4	18
Undeveloped oil and gas properties	24.7	24.7	13	11
Investments in affiliates	43.0	43.0	23	20
Other	17.3	15.9	9	7
	<u>\$187.3</u>	<u>\$219.0</u>	<u>100%</u>	<u>100%</u>
	=====	=====	=====	=====

Barrick's producing gold mines accounted for over 60% of Barrick's revenues and 50% of operating profits before debt service for the year ended December 31, 1984. Substantially all of the balance of Barrick's revenues and operating profits before debt service for 1984 were derived from its Canadian producing oil and gas properties, which were sold effective January 1, 1985 and closed in March 1985. The effect of the Canadian oil and gas property sale on the assets of Barrick is reflected in the pro-forma December 31, 1984 book values indicated above. Barrick's producing gold mines accounted for over 80% of revenues and over 70% of operating profits before debt service for the three months ended March 31, 1985; the first quarter of operations subsequent to the sale. See "Segment Information" for information as to the relative contributions to Barrick's historical operating revenues and operating profit (loss) after debt service of these businesses.

Barrick's undeveloped oil and gas properties include certain properties located in the United States in the exploration and development stage. Barrick intends to spend approximately \$5 million on exploration and development of these properties in 1985. The company is actively seeking an outside investor to participate in the exploration and development of its properties. See "Oil and Gas Exploration and Development".

Barrick's gold exploration properties are located in Canada. Barrick intends to spend approximately \$6 million in 1985 to explore and develop these properties. A portion of these expenditures will be financed by flow-through shares. See "Gold Exploration and Development".

Barrick's investment in its coal producing properties is not consolidated for accounting purposes as Barrick's present intention is to dispose of this investment. The percentage of total assets referred to above represented by investments in affiliates includes \$17 million (approximately 7% of total assets as at December 31, 1984) attributable to Barrick's investment in these coal properties. See "Coal Mining".

Through its 43.7% owned affiliate United Siscoe Mines Inc., ("Siscoe") Barrick has a 26.25% interest in the Pinson mine. The Pinson mine is an open pit gold mine located in North Central, Nevada. Barrick's indirect interest in this mine is included in investments in affiliates with a value of approximately \$10 million. See "Gold Mining and Exploration".

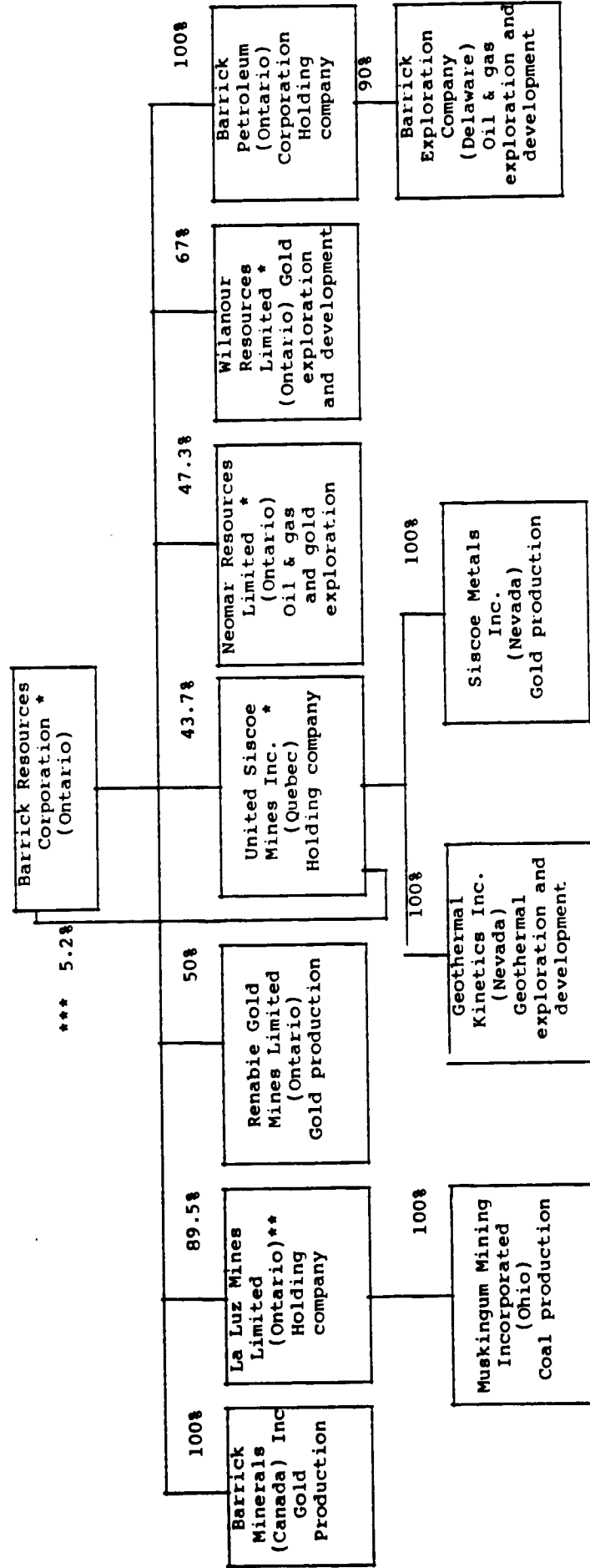
Siscoe also has interests in geothermal properties however Barrick has attributed relatively little value to its geothermal properties and no revenue is expected to be derived from these properties in the near future, nor does Barrick anticipate making any further investment in these properties.

A significant proportion of Barrick's business is carried on through subsidiaries, several of which are publicly traded and listed corporations in Canada. See page 9 for a chart setting out the names of the principal subsidiaries of Barrick, the percentage of their respective voting securities owned by Barrick and/or other subsidiaries and their respective jurisdictions of incorporation and principal activities.

Principal Areas of Interest Barrick Resources Corporation



PRINCIPAL SUBSIDIARIES OF BARRICK RESOURCES CORPORATION



* shares listed on The Toronto Stock Exchange

** La Luz Mines Limited has proposed a transaction under which it would become a wholly-owned subsidiary of Barrick. See "Recent Developments".

*** United Siscoe Mines Inc. owns 5.2% of Barrick Resources Corporation

RECENT DEVELOPMENTS

The following is a description of material developments in the affairs of Barrick which have occurred since December 31, 1984.

Completion of Gold Company of America Financing

The offering described under "Gold Company of America (The Prudential-Bache/Barrick Gold Acquisition Partnership, A California Limited Partnership)" was completed in January 1985. Gross proceeds of the offering were approximately U.S. \$46 million (Cdn. \$61 million). Subsequently, Barrick received approximately \$53 million in January 1985 from the sale of gold to the Partnership which was to reduce Barrick's indebtedness. Barrick incurred certain obligations to deliver gold to the Partnership in the future. See "Gold Company of America".

Sale of Canadian Oil and Gas Assets

Pursuant to an agreement (the "Rife Agreement") dated December 14, 1984 between Barrick and Rife Resources Ltd. ("Rife"), Barrick has sold all of its directly-owned producing oil and gas interests located in Canada for aggregate proceeds of \$32 million. The transaction, effective January 1, 1985, was completed in March 1985 and the proceeds of sale were used to retire the balance of Barrick's indebtedness. See "Oil and Gas Operations - Producing Properties".

Acquisition of the Getty Gold Mine Company

Pursuant to an agreement dated May 15, 1985 between Barrick Petroleum USA) Inc. (an indirect wholly-owned subsidiary of Barrick) and Getty Gold Mine Company (an indirect wholly-owned subsidiary of Texaco Inc.), Barrick has agreed to purchase all of the shares of Getty Gold Mine Company. The sole asset of Getty Gold Mine Company is the Mercur gold mine located in Tooele County, Utah, some 30 miles southwest of Salt Lake City. The acquisition is expected to close in late June 1985, and will be financed through a project loan with the Bank of America.

Bank Line of Credit

Barrick has been extended an operating line of credit of \$5,000,000 from Continental Bank of Canada who will also serve as the Company's Canadian bankers.

Financial Impact of Recent Developments

The following is a summary of the impact of the completion of the Gold Company of America financing, the sale of the Canadian oil and gas assets the acquisition of the Getty Mine Gold Company and the establishment of the bank credit facility on the results of operations and financial position of Barrick.

The sale of gold to the Gold Company of America and the sale of the Canadian oil and gas properties enabled Barrick to fully repay its bank debt in March 1985. As a result, the associated interest cost of approximately \$9 million per annum will be eliminated.

In connection with the sale of gold Barrick has recorded in its accounts deferred revenue of approximately \$53 million which will be amortized over the estimated economic life of the gold sales agreements. At current gold prices Barrick is required to deliver approximately 20% of the Camflo Mine's gold production to the partnership and it is anticipated that the amortization of deferred revenue and the offsetting gold distributions will have no material effect on future earnings.

The sale of the Canadian oil and gas properties will result in a reduction of oil and gas revenues of approximately \$8 million, operating expenses and resource taxes of approximately \$2.5 million, and depreciation and depletion of approximately \$1.5 million. The impact of this reduction on Barrick's earnings is expected to be offset by interest expense savings as a result of the bank debt repayment.

Barrick's management will be implementing a mining plan upon the acquisition of the Getty Gold Mine Company. It is anticipated that the proposed acquisition will increase the annual gold production of Barrick by approximately 80,000 ounces. At a gold price of US \$315 (average price during May 1985) the result would be an increase in annual gold revenue of approximately \$34 million, operating costs estimated at an additional \$22 million or US\$ 200 an ounce, and depreciation and depletion of \$4.5 million annually. Project financing of the acquisition will result in annual interest expense of approximately \$3.6 million which will be reduced each year as the loan is repaid. Operating costs of the mine under its present management are currently US\$ 275 per ounce. For the fiscal year ended December 31, 1985, the results of operations for Barrick will include six months activity from this mine since the acquisition will close at the end of June 1985.

The establishment of the bank line of credit will enable Barrick to manage its working capital requirements for the foreseeable future.

La Luz Mines Limited

At the date hereof, Barrick owns approximately 89.5% of the outstanding common shares and virtually 100% of the Class B Preference shares of La Luz Mines Limited ("La Luz"). La Luz owns 700,000 or approximately 0.7% of the outstanding common shares of Barrick. The directors of La Luz have approved a plan of arrangement (the "Arrangement") to be effected under the Business Corporations Act (Ontario) pursuant to which the common shares of La Luz (other than those held by Barrick) will in effect be exchanged for the common shares of Barrick owned by La Luz on the basis of one Barrick common share for each two La Luz common shares. As a result of this transaction, the existing holders of common shares of La Luz (other than Barrick) will acquire an aggregate of approximately 331,625 common shares of Barrick now owned by La Luz and La Luz will become a wholly-owned subsidiary of Barrick. The Arrangement has been approved by the shareholders of La Luz and is subject to the approval of the Supreme Court of Ontario. It is expected that this Arrangement will be completed by July 1985. No significant financial impact on Barrick will result from this Arrangement.

THE GOLD INDUSTRY

The following discussion is based upon publicly available information regarding gold and is not intended to be all inclusive. Although the sources used in this discussion are believed to be reliable, the information has of necessity been relied on without independent verification. In considering such information, it should be noted that the price of gold is affected by many factors, including supply and demand, political developments and the anticipation of inflation.

The figures presented below are based primarily upon statistics relating to the gold industry in non-communist countries, since there is little information concerning the gold industry in communist countries. Because different statistical methods are sometimes used, figures may vary depending on the sources. In addition, supply figures are necessarily approximations since there is no reliable information concerning the quantity of gold in private hands.

Gold Price Fluctuations

The success of Barrick's business is, to a substantial extent, related to, among other things, the market price of gold. Gold prices fluctuate widely and are affected by numerous factors, all of which are beyond Barrick's control, including expectations for inflation, levels of interest rates, the demand for gold, global or regional political and economic crises and production costs in major gold producing regions, including South Africa and the Soviet Union. The aggregate effect of these factors is impossible to predict.

In the absence of a managed price of gold, analysis of the gold market involves an assessment of many factors, including changing production costs, shifts in public and private supply and demand, changes in the rate of general price inflation, variations in the producer inventory policy, purchase or sale by government entities, changes in international investment patterns and monetary systems, economic growth rates and political developments.

The volatility of gold prices is illustrated by the following table, which sets forth, for the periods indicated, the annual high, low and unweighted average gold prices in United States dollars per troy ounce on the London Bullion Market and the Commodity Exchange Inc. ("Comex") in New York:

	<u>London Bullion Market</u>			<u>Comex</u>		
	<u>High</u>	<u>Low</u>	<u>Average</u>	<u>High</u>	<u>Low</u>	<u>Average</u>
		(United States	dollars)			
1984.....	\$406.85	\$303.25	\$360.46	\$405.50	\$304.70	\$360.10
1983.....	509.25	374.25	424.18	510.10	372.60	424.12
1982.....	481.00	296.75	375.79	486.00	298.00	376.23
1981.....	599.25	391.25	459.72	597.00	388.50	459.02
1980.....	850.00	481.50	612.56	825.00	463.00	611.98

On May 31, 1985 the afternoon fixing price of gold on the London Bullion Market was U.S. \$314.00 and the closing market price of gold on the Comex in New York was U.S. \$316.20.

Reference is made to the selected and segregated financial information tables under the headings "The Camflo Mine", "The Renabie Mine" and "The Pinson Mine" for details as to the costs of mining gold at Barrick's major producing gold mines for the periods indicated therein.

Prior to the 1930's, a full gold standard was in effect in the United States, which provided for complete convertibility of its currency into gold from governmental stocks. In 1934 the full gold standard was modified to provide currency backing and the United States officially raised the price of gold to U.S. \$35 per troy ounce. In 1945 a gold exchange standard was developed whereby various world currencies were exchangeable into the dollar, which in turn was readily exchangeable into gold. In 1968 the two-tier system for gold transactions was developed wherein official central bank transactions were made at the price of U.S. \$35 per troy ounce and all private transactions were made at market prices. In mid-1971 the United States ended the convertibility of its currency into gold. The major industrial countries of the world went on a floating currency exchange rate system. In the beginning of 1972 the United States formally devalued the dollar and severed the dollar's link to the price of gold.

Uses of Gold

Product fabrication and bullion investment are the two principal uses of gold. Within the fabrication category there are a wide variety of end uses, the largest of which

is the manufacture of carat jewelry. Other fabrication purposes include official coins, electronics, miscellaneous industrial and decorative uses, dentistry, medals and medallions. Barrick believes that certain purchases of official coins and high-carat, low mark-up jewelry are motivated in part by investment, so that net private bullion purchases alone do not represent the total investment activity in physical gold during the course of the year. The following table shows the demand for gold by the free world during the five years, 1980 to 1984, according to "Gold 1985", the most recent report published by Consolidated Gold Fields PLC ("Gold Fields"), a gold producing and refining company.

Use of Gold in Non-Communist Countries
(Metric Tons)

	<u>1984</u>	<u>1983</u>	<u>1982</u>	<u>1981</u>	<u>1980</u>
Carat jewelry.....	819	598	712	595	126
Official coins.....	130	165	131	192	186
Electronics.....	122	97	85	90	89
Other industrial and decorative uses.....	53	58	62	65	66
Dentistry.....	51	53	61	64	62
Medals, medallions.....	<u>44</u>	<u>31</u>	<u>21</u>	<u>27</u>	<u>16</u>
Total fabrication(2).....	1,220	1,002	1,073	1,033	545
Net private bullion purchases (sales)(1).....	<u>218</u>	<u>297</u>	<u>67</u>	<u>(56)</u>	<u>268</u>
Net private purchase.....	<u>1,439</u> =====	<u>1,299</u> =====	<u>1,140</u> =====	<u>977</u> =====	<u>812</u> =====

(1) Excludes coins, but includes hoarding of small bars and all other forms of bullion investment.

(2) Totals may not add due to rounding.

Supply of Gold

The supply of gold consists of a combination of sales from new mine production and also from existing stocks of bullion and fabricated gold, which are held by governments, public and private financial institutions, industrial organizations and private individuals. The

following table shows the supply of gold to non-communist countries during the five years from 1980 to 1984 as reported by Gold Fields.

Gold Supply to Non-Communist Countries
(Metric Tons)

	<u>1984</u>	<u>1983</u>	<u>1982</u>	<u>1981</u>	<u>1980</u>
Mine production					
South Africa.....	683	680	664	658	675
Canada.....	81	71	64	52	51
United States.....	72	50	45	43	30
Other.....	<u>313</u>	<u>287</u>	<u>250</u>	<u>221</u>	<u>196</u>
Total.....	1,149	1,088	1,023	974	952
Net imports from communist countries to non-communist countries.....	205	92	202	280	90
Government net sales (purchases).....	<u>85</u>	<u>119</u>	<u>(85)</u>	<u>(277)</u>	<u>(230)</u>
Total available supply.....	1,439	1,299	1,140	977	812
	=====	=====	=====	=====	=====

The majority of the gold supplied to the non-communist market comes from mine production. As reported by Gold Fields, South African mine production made up 59.4% of the total non-communist mine production in 1984, although the mining of lower grades of ore during the period from 1980 has reduced output from that country. This decrease has been more than offset by increased production elsewhere. In 1982 non-communist mine production exceeded 1,000 metric tons for the first time since 1973.

Because gold is virtually indestructible and few of its uses result in its irretrievable loss, most of the gold which has ever been mined is still in existence and it is estimated that approximately 50,000 tons are held in private hands. Approximately 36,000 tons are held today by various Western countries in international agency vaults where it traditionally has formed the foundation for international monetary practices and agreements.

SEGMENT INFORMATION

The following table sets forth certain financial information relating to Barrick by business segment and by geographic area for the years indicated:

	Year ended December 31,			
	<u>1984</u>	<u>1983</u>	<u>1982</u>	<u>1981</u>
	(thousands of dollars)			
Revenues				
Gold - Canada	\$12,158	\$ 1,672	\$ -	\$ -
- U.S.	1,625	-	-	-
Oil and gas				
- Canada	5,436	-	-	-
- U.S.	<u>343</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<u>\$19,562</u>	<u>\$ 1,672</u>	<u>\$ -</u>	<u>\$ -</u>
	=====	=====	=====	=====
Operating Income (loss)				
Gold - Canada	\$(1,066)	\$ (310)	\$ -	\$ -
- U.S.	(7)	-	-	-
Oil and gas				
- Canada	2,524	-	-	-
- U.S.	<u>(30)</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<u>\$ 1,421</u>	<u>\$ (310)</u>	<u>\$ -</u>	<u>\$ -</u>
	=====	=====	=====	=====

GOLD MINING AND EXPLORATION

Barrick invests principally in North American producing gold mines as well as in prospects at the exploration or development stages. Its management combines gold mining experience with experience in financing the acquisition of resource property interests. Barrick currently has direct or indirect interests in four operating gold mines and in other gold properties in North America.

The Camflo Mine

Barrick Minerals (Canada) Inc. ("Barrick Minerals"), a wholly-owned subsidiary of Barrick, owns and operates the Camflo Mine, an underground gold mine located between the towns of Malartic and Val d'Or, Quebec. The Camflo Mine has been in continuous production since 1965.

The Camflo Mine consists of mining properties in Malartic and Fourniere Townships, Quebec and mining facilities including a 104 foot steel headframe, a 1,300 ton per day mill, refinery, 10 foot hoist, compressor room, crusher house, mine change house, shop, assay office, warehouse and an office building. The Camflo Mine employs approximately 190 full-time, non-unionized employees.

Ore is mined using the economical open long hole stope and rib and pillar mining methods made possible by the strength and competency of the rock formation.

At a depth beginning below the 2,100 foot level, the main ore body extends onto the property of Malartic Hygrade Gold Mines (Canada) Ltd. ("Malartic Hygrade") which is immediately north of the Camflo Mine property. The ore structure has been explored to the 3,300 foot level. The shaft has recently been deepened to 4,060 feet and new levels became available for exploration in 1985. Pursuant to an agreement (the "Malartic Hygrade Agreement") dated May 28, 1980 between Malartic Hygrade and Barrick, Barrick mines the Malartic Hygrade ore body and processes the ore through the Camflo Mine mill. In consideration for this, Barrick is entitled to receive 40% of profits (as defined in the Malartic Hygrade Agreement) derived from this operation.

Barrick has leased from Lac Minerals Ltd. ("Lac") certain mining claims to the east of the Camflo Mine property. According to the terms of the lease, Barrick must pay to Lac a royalty of up to 25% of any operating profits (as defined in the lease) derived from the mining claims. However, to date only a small quantity of ore has been discovered on Lac's property and there have been no operating profits.

Reference is made to "Gold Company of America (The Prudential-Bache/Barrick Gold Acquisition Partnership, A California Limited Partnership)" below for details of certain material agreements entered into by Barrick Minerals.

Production

The following table summarizes certain gold production information for the Camflo Mine (including production of Malartic Hygrade ore) for the periods indicated:

	Year ended December 31,			
	<u>1984</u>	<u>1983</u>	<u>1982</u>	<u>1981</u>
Tons of ore milled				
Camflo ore	271,239	251,942	317,437	413,131
Malartic				
Hygrade ore	204,614	214,447	146,048	49,869
Total (Gross)(1)	<u>475,853</u>	<u>466,389</u>	<u>463,485</u>	<u>463,000</u>
Total (Net)(2)	353,085	337,721	375,856	433,079
Average mill head grade (ounces/tons)(2)	0.112	0.153	0.182	0.109
Mill recovery rate (%)	94.1	95.7	95.4	94.1
Ounces of gold produced (3)				
Gross (1)	54,328	77,936	92,696	51,615
Net (2)	37,098	49,840	65,234	44,788

(1) Camflo Mine production plus 100% of Malartic Hygrade production.

(2) Camflo Mine production plus 40% of Malartic Hygrade production.

(3) 999.9/1000 fine troy ounces.

Reserves

Management of the Camflo Mine has estimated proven and probable ore reserves as at December 31, 1984 at approximately 1,750,000 tons at a grade of 0.11 ounces of gold per ton.

Ore reserves, as reviewed by D.W. Asbury, Consulting Geologist, as at December 31, 1983 and contained in a report by Herbert H. Cox, P. Eng., on the Camflo Mine property are 1,515,786 dry short tons of proven ore reserves at a diluted mill head grade of 0.126 ounces of gold per ton and 582,505 dry short tons of probable ore reserves at a diluted mill head grade of 0.103 ounces of gold per ton.

In March, 1985 the ore reserves on the Malartic Hygrade property as at December 31, 1984 were compiled by the Malartic Hygrade technical staff using all of the information available at that time, including data available from sub-drifting and development. This internal calculation is carried out annually. Malartic Hygrade reported proven and probable ore reserves for the year ended December 31, 1984 were approximately 869,000 tons at a grade of 0.12 ounces of gold per ton.

Additional gold mineralization has been demonstrated to exist by drill holes below the 3,300 foot level and development is now underway to delineate these reserves.

In December 1983 D.W. Asbury reviewed Malartic Hygrade's reserves as at December 31, 1983 and concluded that they consisted of some 106,620 dry short tons of proven ore reserves at a diluted mill head grade of 0.204 ounces of gold per ton, and 864,180 dry short tons of probable ore reserves at a diluted mill head grade of 0.125 ounces per ton.

As used in this annual report the term "proven ore reserves" means reserves whose quantity is computed from dimensions revealed in outcrops, trenches, workings or drill holes, while the grade and/or quality are computed from the result of detailed sampling, and the sites for inspection, sampling and measurement of such reserves are spaced so closely and the geologic character is so well-defined that size, shape, depth and mineral content of such reserves are well established.

The term "probable ore reserves" means reserves for which quantity and quality and/or grade are computed from information similar to that used for "proven ore reserves", but the sites for sampling, inspection and measurement are further apart or otherwise less adequately spaced. The degree of assurance for "probable ore reserves", while lower than that for "proven ore reserves", is high enough to assume continuity between points of observation.

The production capacity of the Camflo Mine mill is 1,300 tons per day and Barrick anticipates in 1985 milling approximately 270,000 tons from the Camflo Mine ore body and 200,000 tons from the Malartic Hygrade ore body. Based on existing ore reserves for the Camflo Mine ore body, production at a rate of 270,000 tons per year can be sustained for seven years. Based on existing ore reserves for the Malartic Hygrade ore body, production at a rate of 200,000 tons per year can be sustained for five years. The Malartic Hygrade ore body is known to continue to at least the 3,300 foot level and is presumed to continue below the 3,300 foot level to an unproven extent. Further extension of this ore structure below the 3,300 foot level is being probed by exploration drilling.

Selected and Segregated Financial Information

The following table sets forth certain selected and segregated financial information pertaining to the Camflo Mine, inclusive of 40% of Malartic Hygrade production, for the periods indicated:

	Year ended December 31,			
	<u>1984</u>	<u>1983</u>	<u>1982</u>	<u>1981</u>
	(thousands of dollars, except per unit data)			
Bullion production revenue	\$17,189	\$23,408	\$29,987	\$24,578
Average gold price received per ounce	463	470	460	549
Operating costs exclusive of resource taxes and depreciation	9,775	9,026	8,897	8,600
Cost per ton milled	27.69	26.73	23.67	19.78
Cost per ounce produced	263.56	181.10	136.39	191.26
Cost per ounce produced (U.S. dollar equivalent)(1)	203.52	146.85	112.74	159.47

(1) Based on the average of the exchange rates on the last day of each month during the period.

The Renabie Mine

Renabie Gold Mines Limited ("Renabie"), a corporation in which Barrick holds a 50% interest, owns and operates the Renabie Mine, a producing underground gold mine near Missanabie, Ontario.

Cullaton Lake Gold Mines Ltd. ("Cullaton"), a wholly-owned subsidiary of Royex Gold Mining Corporation ("Royex"), an unaffiliated Canadian public company, holds the remaining 50% interest.

The Renabie Mine consists of mining properties in Leeson, Bracken, Rennie and Stover Townships, in the Sudbury Mining District, Ontario and mining facilities including hoisting facilities, head frame, crusher house, mill, plant, assay office, refinery, mine dry, machine shop and office-warehouse. The Renabie Mine employs approximately 165 employees who are unionized.

Production of ore from the mine commenced in 1947 and continued until 1970 when the mine was closed due to labour problems and a static gold price which rendered operations unprofitable. The mine was operated for six months in late 1975 under the ownership of Rengold Mines and Resources Ltd. ("Rengold"), the predecessor to Renabie. This effort was undercapitalized, however, and resulted in the receivership of Rengold in 1976. After renovative work, production resumed in January 1982. To September 30, 1983, a total of approximately \$15 million had been spent on the Renabie Mine by Sungate.

Management of the Renabie Mine

Pursuant to an agreement (the "Mine Management Agreement") dated October 14, 1983 between Renabie, Campbell, Cullaton and Barrick, Campbell has agreed to manage the Renabie Mine from October 14, 1983 until December 31, 1988, subject to earlier termination for cause. Thereafter, unless either party gives six months' prior notice, the Mine Management Agreement will be automatically renewed for successive one-year periods. Under the Mine Management Agreement, each of Cullaton and Barrick has granted to Campbell, as Manager, the option, exercisable until January 1, 1989, to purchase 10% of its 50% interest in Renabie for an aggregate consideration of \$2.32 million. Pursuant to an assignment effected by Campbell on August 22, 1984, Royex acquired all the rights and assumed all the obligations of Campbell under the Mine Management Agreement.

Expansion of the Renabie Mine

An expansion plan designed to increase annual production eventually to a target of 60,000 ounces per year is presently underway. Management is proposing a revised plan for presentation to unit holders of the Gold Trust (defined below) that contemplates initially achieving 40,000 ounces per year. The present expansion plan includes the sinking of an internal shaft to provide access to the main orebody below the 3105 foot level and the expansion of the treatment plant's capacity to 850 tons per day. The revised plan for achieving 40,000 ounces of gold production per year contemplates a treatment plant requirement of 700 tons per day. The expansion plan has been financed primarily by The Barrick-Cullaton Gold Trust ("Gold Trust"), a publicly-traded trust which is entitled to receive a percentage varying from 3% when the price of gold is below US\$ 400 per ounce to a maximum of 10% when the price of gold equals or exceeds \$US 1,000 per ounce, of the gold produced at the Renabie Mine, subject to a minimum of 1,350 ounces during each six month period to December 31, 1985 and a maximum based on 70,000 ounces of gold production per year.

Production

The following table summarizes certain gold production information for the Renabie Mine for the periods indicated:

	Year ended December 31		
	<u>1984</u>	<u>1983</u>	<u>1982</u>
Tons of ore milled	121,802	183,450	157,200
Average millhead grade	0.144	0.143	0.1721
Mill recovery rate (%)	92.50	92.33	83.9
Ounces of gold produced(1)	16,195	24,222	22,698

(1) 999.9/1000 fine troy ounces.

Ore Reserves

Management of the Renabie Mine currently estimates ore reserves to be 1.005 million tons of proven and probable ore having an average grade of 0.202 ounces of gold per ton undiluted. The reserves are based on a cut off grade of 0.1 ounces of gold per ton.

Selected and Segregated Financial Information

The following sets forth certain selected and segregated financial information pertaining to the Renabie Mine for the periods indicated:

	Year ended December 31,		
	<u>1984</u>	<u>1983</u>	<u>1982</u>
(thousands of dollars, except per unit data)			
Bullion production revenue	\$7,803	\$13,166	\$9,983
Average gold price received per ounce	482	544	440
Operating costs exclusive of resource taxes and depreciation	7,882	10,169	10,179
Cost per ton milled	64.71	55.43	64.75
Cost per ounce produced	486.69	419.82	448.45
Cost per ounce produced (U.S. dollar equivalent)(1)	375.82	340.42	362.71

(1) Based on the average of the exchange rates on the last day of each month during the period.

The Pinson Mine

United Siscoe Mines Inc. ("Siscoe"), 43.7% owned by Barrick, owns, through an indirect wholly-owned subsidiary, a 26.25% interest in the Pinson Mining Company ("Pinson"). Pinson is a partnership which operates the Pinson Mine and the Preble Mine, open pit gold mines located in north central Nevada. Siscoe's interest in Pinson is held by a wholly-owned subsidiary, Siscoe Holding Co. ("Siscoe Holding") the shares of which have been pledged to Barrick to secure indebtedness and have in turn been pledged by Barrick to its bankers. Other principal partners in Pinson are Rayrock Mining Inc. ("Rayrock") and Lacana Gold Inc., which own 26.5% and 26.25% interests, respectively. The Pinson Mine has been operated by Rayrock since it commenced production in 1981.

The Pinson Mine is situated approximately 200 miles northeast of Reno, Nevada. The nearest community and the one from which the mine draws its labour force is Winnemucca, which is 25 miles away. Production at the Pinson Mine comprises gold recovered from milling and from the heap leaching process in which low grade ore, otherwise uneconomic if processed through the mill, is treated in a low cost batch system.

The Pinson Mine has produced gold continuously since March 1981. Initial milling capacity was 1,100 tons of ore per day but, with some modifications, capacity has now been increased to 1,500 tons per day on a continuing basis throughout the year. The mill consists of a crushing plant, grinding circuits, carbon in pulp circuits and a refinery.

Ore is mined from an open pit at an average rate of approximately 2,100 tons per day, five days per week. The operation has proven capacity to mine 5.8 million tons of rock annually which is in keeping with its stripping ratio requirements. Since a portion of the stripped waste contains gold mineralization from which recovery has been demonstrated, this material is placed on nearby pads and sprayed with dilute leaching solutions. As gold dissolution ensues, these solutions percolate through a series of drains into a pond and are then pumped into the mill for recovery of the gold. The grade of the leach material is about 0.025 ounces of gold per ton and extraction recoveries have averaged 72% to date. Heap leaching started at the Pinson Mine on a full scale continuous basis in 1983.

At present approximately 135 personnel (who are non-unionized) are employed at the Pinson Mine.

Production

The following table summarizes certain gold production information for the Pinson Mine as a whole for the periods indicated:

	Year ended December 31,			
	<u>1984</u>	<u>1983</u>	<u>1982</u>	<u>1981</u>
Tons of ore milled	520,285	526,186	496,711	365,819
Average millhead grade	0.111	0.106	0.150	0.195
Mill recovery rate (%)	84.6	85.4	86.9	86.0
Mill production (ounces)(1)	49,092	48,546	66,038	56,309
Heap leach production (ounces)(1)	14,028	7,912	--	--

(1) 999.9/1000 fine troy ounces.

Reserves

As estimated in a report by D.W. Asbury, Consulting Geologist (the "Asbury Report"), ore reserves at the Pinson Mine at August 31, 1984 were 2,102,800 tons available for heap leaching at an average grade of 0.026 ounces of gold per ton and 3,446,600 tons of milling ore at an average grade of 0.086 ounces of gold per ton. The overall stripping ratio for the remainder of the pits, reflecting the proportion of waste and heap leach material to milling ore, was estimated to be 6.4 to 1.

According to the Asbury Report, of the 3,446,600 tons of milling ore, 2,804,900 tons grading 0.086 ounces of gold per ton were proven and probable reserves in five pits (known as the A, B, A Ext., CX North and C), 80,000 tons grading 0.090 ounces of gold per ton were broken ore stockpiled at the millsite and 561,700 tons grading 0.087 ounces of gold per ton were possible reserves.

The Preble Mine

The Preble Mine, located approximately 15 miles to the south of the Pinson Mine, was discovered as part of an active exploration program which is still being undertaken by the Pinson partners. Consequently, Siscoe holds the same percentage interest in the Preble Mine as in the Pinson Mine, namely 26.25%. Initial production at the rate of 1,000 tons per day began in October, 1984. A total of 2,212 ounces were produced in 1984. Operations were shut down for the winter but have now resumed.

The Asbury Report estimated proven and probable ore reserves at the Preble Mine at August 31, 1984 to be 1,694,000 tons available for heap leaching at an average grade of 0.052 ounces of gold per ton and 88,800 tons of milling ore at an average grade of 0.238 ounces of gold per ton. The overall stripping ratio of waste to be combined heap leaching and milling ore was estimated to be 2.5:1.

Other

By management estimates, Pinson ore reserves in the various areas now total 4,006,000 tons of milling ore grading 0.091 ounces of gold per ton and 3,810,600 tons of leaching ore grading 0.038 ounces of gold per ton. These reserves represent approximately a 7 to 8 year life.

Presently, exploration has resulted in the discovery of the Mag Zone half a mile north of the Pinson mill. Preliminary estimates of the Mag reserves are 1,049,000 tons of milling ore grading 0.090 ounces of gold per ton and 350,000 tons of heap leach material grading 0.027 ounces of gold per ton. In addition, management has identified as estimated 330,000 tons of possible milling ore and 70,000 tons of associated heap leach material, having average grades in the range of those noted for management's estimates of probable milling ore and heap leach material, respectively. The limits of this ore body have yet to be defined and another year of extensive exploration has been planned for 1985.

Selected and Segregated Financial Information

The following table sets forth certain selected and segregated financial information pertaining to the Pinson Mine and Preble Mine as a whole for the periods indicated.

	Year ended December 31,			
	<u>1984</u>	<u>1983</u>	<u>1982</u>	<u>1981</u>
(thousands of United States dollars, except per unit data)				

Bullion production revenue	\$23,300	\$23,750	\$24,256	\$24,739
Average gold price received per ounce	357	421	367	443
Operating costs exclusive of resource taxes and depreciation	12,453	11,812	11,396	12,390
Cost per ton milling ore	16.01	17.23	18.66	22.91
Cost per ounce produced				
Milling	170.60	189.98	143.38	144.00
Heap leach - Pinson	79.80	123.15	-	-
Heap leach - Preble	90.82	-	-	-

The Valdez Creek Mine

Barrick owns a 23.125% interest in Valdez Creek Mining Co., Inc., a joint venture formed in September, 1983, with Camindex Mines, Ltd., Talcorp Inc., SUM Resources Inc., Watts, Griffis, & McQuat Limited and Norfran Investments Ltd. to explore certain gold placer and lode mining claims in Valdez Creek, Alaska.

This property contains gold bearing placer gravels overlain by various thicknesses of glacial till. The joint venture retained Sullivan Mines Inc. as project manager for the 1984 operating season. Initial stripping of the overlying glacial till commenced in May, 1984 and the washing, screening and sluicing operations on the gold-bearing placer gravel was commissioned in early August, 1984. During the period August 1, 1984 to October 15, 1984, some 18,000 ounces of raw gold (852 fineness) were recovered. Operations were discontinued for the winter season and are about to resume.

Plans for 1985 involve the proposed recovery of some 26,000 ounces of raw gold at an operating cost of approximately U.S. \$185 per ounce of raw gold. Due to the excessive mobilization costs and normal plant start-up problems, operating costs per ounce recovered in 1984 were higher than this figure.

Preliminary assessment of 1984 operations indicates that stripping of the overlying glacial tills can be carried out on a year-round basis and the washing, screening and sluicing of the gold-bearing pay gravel on a four to five month basis. Detailed exploration work was also carried out during the 1984 field season although, to the date hereof, ore reserve calculations have not been completed.

upon formula based upon (i) the prevailing monthly price of gold during the second month prior to delivery and (ii) the purchase price for the gold. The Camflo Gold Purchase Agreement provides for delivery of that number of ounces of gold which would reasonably be expected to result in deliveries being completed within an eight year period, assuming an escalation of 4% per annum in the price per ounce of gold. No deferral and accrual of Barrick Minerals' obligation to deliver gold is permitted. Barrick Minerals has agreed to indemnify the Partnership, holders of the Units and the limited partners in the Partnership against the payment of any Canadian withholding tax in respect of any deliveries of gold under the Camflo Gold Purchase Agreement.

The Partnership has also entered into the Camflo Gold Acquisition Agreement to purchase 326,438 additional ounces of gold. This agreement will take effect upon completion of the deliveries required under the Camflo Gold Purchase Agreement. Deliveries under this agreement will be permitted to be deferred and accrued under certain circumstances. Barrick Minerals has agreed to indemnify the Partnership, holders of the Units, and limited partners in the Partnership against one-half the payment of any Canadian withholding tax in respect of any deliveries of gold under this agreement. The Camflo Gold Acquisition Agreement contains an option by which the Partnership may elect, for an agreed upon payment equal to 3% of the purchase price payable thereunder, to convert its rights thereunder into a royalty interest which would entitle the Partnership to receive gold as long as the Camflo Mine is in operation, without limitation to the number of ounces purchased under the Gold Acquisition Agreement.

As security for the performance by Barrick Minerals of its obligations under the Camflo Gold Purchase Agreement and under the Camflo Gold Acquisition Agreement, Barrick Minerals has created a security interest in favour of the Partnership under two Collateral Security Agreements (the "Security Agreements"). The Security Agreements provide for a security interest in the real and personal property of Barrick Minerals relating to the Camflo Mine including the mining claims, inventory, accounts receivable, plant, equipment and other real and personal property which constitute the Camflo Mine. In addition, the Security Agreements cover any proceeds to which Barrick Minerals is entitled under the Malartic Hygrade Agreement and the Lac Agreement referred to above. The security interest will not attach to the Malartic Hygrade Agreement nor to any asset of Malartic Hygrade.

Gold Exploration and Development

In addition to exploration and development work carried on in connection with its producing mines as described above, Barrick is engaged, generally in concert with others, in exploration and development of other gold properties in North America as described below. Barrick's gold exploration activities are generally carried on from its principal offices and employ approximately 15 persons. Barrick anticipates spending approximately \$6 million on gold exploration and development during 1985 primarily in respect of its interests in Harker and Holloway Townships. The Company has committed to financing \$2 million of these expenditures by a flow-through share issue and has an option on an additional \$2 million issue.

Except to the extent indicated below, the exploration activities discussed below have not yet resulted in any commercially exploitable gold deposits.

Harker and Holloway Townships, Ontario

Barrick owns a promising gold deposit on the McDermott property located approximately 30 miles north of Kirkland Lake, Ontario. Adjacent properties have been optioned and, in total, Barrick controls with industry partners over 4,000 acres along the five mile strike length of this zone. A total of 151,000 feet of drilling has been carried out along this strata-bound silicified breccia zone, which carries gold values along most all of its length.

In the latter part of 1984 the program began to outline a core of consistent high grade mineralization on the main McDermott property. Reserves in the probable and possible categories, compiled by an independent consulting firm as of February 1985, total over one million tons averaging 0.19 ounces of gold per ton with a cut-off grade of 0.10 ounces of gold per ton over a minimum mining width of 6.5 feet. The potential for expanding these reserves is excellent as the ore is open to depth and along strike. Five drills have resumed work and it is anticipated that reserve definition will be sufficiently advanced to permit the collaring of an exploration shaft in the third quarter of 1985.

Red Lake Area, Ontario

Barrick owns 67% of Wilanour Resources Limited ("Wilanour") which controls a large group of mining claims adjacent to the Campbell Red Lake Mine, one of Canada's largest gold mines. In 1984, Esso Minerals a division of Esso Resources Canada Limited ("Esso") entered into an agreement with a partnership comprised of Wilanour and its subsidiaries, Annco Mines Limited and Wilanour Mines Limited whereby Esso can earn a 60% interest in the mining rights by spending \$5 million on exploration and development. An extensive surface and underground drilling program was carried out in 1984 involving the expenditure of \$1.9 million and Esso has indicated that it will expand the program in 1985. Cumulative project expenditures to May 31, 1985 are \$4.6 million, and it is estimated that an additional \$3.5 million will be incurred for the remainder of the year.

Juneau, Alaska

In March 1984 Barrick entered into mining leases with the City of Juneau and the Alaska Electric Light and Power Company, collectively, which gave Barrick the right to explore, develop and produce gold and other ores on certain gold mining claims near Juneau, Alaska known as the "Alaska Juneau" and "Treadwell" properties and commitments.

In May 1984 Barrick assigned its interest and commitments in these leases to a third party in return for a net profits participation.

Squall Lake, Manitoba

Barrick entered into an agreement with an industry third party to finance an exploration program on certain properties located near the Town of Snow Lake, Manitoba. Barrick holds a 30% working interest in these properties. A preliminary drilling program was completed during 1984 whereby a third party earned a 50% working interest. Further developments on this project are under consideration.

Pandora Property, Quebec

In 1979 Barrick acquired an option on the Pandora property near Cadillac, Quebec from Queenston Gold Mines Limited ("Queenston"). Several zones of gold mineralization were outlined with surface diamond drilling and in 1980-81 a head frame and associated support facilities for underground exploration and development were erected to service the 857 foot shaft of this mine. The mine was pumped out in 1981 and 4,500 feet of drifting and over 10,000 feet of underground diamond drilling were carried out. The initial results were not as favourable as had been anticipated and the project has been placed on a care and maintenance basis until gold prices increase. Barrick has earned a 40% interest in the property and can increase this to 75% with a payment of \$100,000 to Queenston.

OIL AND GAS OPERATIONS

Barrick has interests in producing oil and gas wells and holds interests in undeveloped acreage in the United States.

Producing Properties

Substantially all of Barrick's producing oil and gas interests during 1984 were located in Canada and arise through participations by it and its subsidiaries in various joint ventures, principally with Signalta Resources Limited and Voyager Petroleums Ltd. As a result of these participations Barrick directly owned working interests varying from 1% - 30% in 243 producing gas wells, working interests ranging from 3.7% - 16.15% in seven gas plants and 170,000 gross (38,500 net) acres of related undeveloped acreage in Alberta and British Columbia.

Barrick entered into an agreement (the "Rife Agreement") dated December 14, 1984 with Rife Resources Ltd. whereby all of Barrick's Canadian oil and gas interests were sold for aggregate proceeds of \$32 million. This transaction was completed in March 1985. See "Recent Developments".

Oil and Gas Exploration and Development

Barrick's oil and gas exploration and development activities principally involve the acquisition of lease acreage believed to have potential and the application thereto of enhancement techniques such as seismic interpretation. Once prospects have been enhanced, Barrick generally attempts to enter into farm-out agreements in order to reduce capital investment requirements for drilling and further development. Barrick's United States oil and gas exploration and development activities are principally carried on through 90% owned Barrick Exploration Company ("Barrick Exploration"), which employs 8 technical personnel. Barrick anticipates approximately \$5 million in expenditures on oil and gas exploration and development in 1985 of which \$1.5 million has been committed as of the date hereof.

The following is a description of Barrick's principal oil and gas exploration and development prospects.

South East Fandango, Texas

Barrick has a 12.5% carried working interest in 10,231 acres on the Wilcox Trend in South Texas through the drilling and completion of three 15,000 foot exploratory wells by Barrick's co-venturers.

The first gas well was successfully completed in August 1983 and placed in production in September 1983. The second test well, located one mile northeast of the discovery well, was drilled to 15,092 feet in June 1984. The well production tested at a natural flow rate of 3 million cubic feet per day from perforations at 13,750 feet and flowed at a well head pressure of 7,900 psi. The third well was drilled to a total depth of 18,500 feet to test the deeper Wilcox Sands in the north block of the prospect. This well is now being completed in the Wilcox Sands. In the north block a fourth well to develop indicated Queen City reserves has been successfully completed as a 3 million cubic feet per day gas - condensate producer.

Madden-Badwater Field, Wind River Basin, Wyoming

Barrick has a 33.1% net working interest in 1,412 net acres on the Madden-Badwater structure, one of the larger Laramide structures in the Rocky Mountain area.

Barrick and its co-venturers drilled and completed a well in late 1983 which tested 3.9 mmcf per day without stimulation from an interval at 14,628 feet in the Lance formation. The well began production in July 1984 and produced approximately 92 mmcf for the six months ended December 1984.

A second well was bottomed at 10,000 feet in the Fort Union formation in August 1984 and a third well was drilled to a depth of 11,000 feet. The two wells currently are being tested.

A gas contract has been entered into providing minimum purchases of 2 million cubic feet per day for the first 18 months of operation followed by minimum purchases of 50% of deliverability thereafter.

Montana Overthrust - Montana

In 1983 Barrick acquired 55,500 net acres in the Montana Overthrust area for U.S. \$1,014,000. In April 1984 Barrick sold 50% of its interest in this acreage to Apex Oil Company for U.S. \$685,000. See paragraph 3(b) under "Item 13. Interest of Management in Certain Transactions".

Barrick has formed a joint venture to acquire up to U.S. \$3.7 million of further leased acreage in this area. Barrick will retain a 10% working interest in the leases acquired and is entitled to recover its overheads during the lease acquisition program.

Turkey

Barrick entered into an agreement providing for an exploration program with Turkiye Petroleri A.O., the national oil company of Turkey, for onshore and offshore exploration and development of hydrocarbon resources in that country.

Barrick sold to the Triad Group of Saudi Arabia a 50% working interest in Barrick's Turkish interests in consideration of its assuming 50% of the first phase exploration costs up to a maximum of U.S. \$1,300,000. See paragraph 3(a) under "Item 13. Interest of Management in Certain Transactions".

The first phase exploration program was completed at a cost of approximately U.S. \$2 million. Barrick is currently in the process of farming out this interest.

Australia

Barrick had a 7% carried working interest in an exploration permit covering 3,300,528 acres in the Canning Basin off Western Australia, and entered into an agreement to sell this interest for A\$1,290,000 (Cdn. \$1,094,000). This transaction was completed in April 1985.

Barrick surrendered its 12.8% interest in a 130,000 acre offshore prospect in the Perth Basin.

New Zealand

Barrick owned a 3.75% interest in a 593,000 acre block offshore New Zealand in the Taranaki Basin. Barrick entered into an agreement to sell this property for U.S. \$200,000 (Cdn. \$264,000). This transaction was completed in March 1985.

OTHER ACTIVITIES

Geothermal Energy

Barrick through its 43.75% ownership of Siscoe has interests in the geothermal exploration and development industry located primarily in California. As at December 31, 1984, Siscoe wrote its geothermal investment down to its estimated recoverable amount, which approximates Barrick's carrying value, as a result of poor exploration results and lower pricing forecasts.

Prior to September 1984, all costs relating to the acquisition, exploration and development of Siscoe's geothermal properties were capitalized. However, the results of recent drilling on Siscoe's geothermal properties have been very discouraging and, based upon current reserve and pricing assumptions, Siscoe has written down the carrying cost of these properties on the books of Siscoe to the amount of Siscoe's costs expected to be ultimately recovered, resulting in a reduction in the net book value of Siscoe's assets of \$41,000,000.

Siscoe has received a valuation (the "Geothermal Valuation") of the geothermal properties owned by Siscoe Holding Co. ("Siscoe Holding") as at November 1984. The Geothermal Valuation was prepared by Thermasource, Inc., an independent consultant, and therein, that the present value (discounted at 15%) of the after-tax cash flows generated by a geothermal development of Siscoe Holding's geothermal properties is in the range of U.S. \$2,740,000 to U.S. \$4,796,000. Based upon current exchange rates, these values translate to Canadian dollar amounts of \$3,740,000 and \$6,545,000 respectively.

In reaching its conclusions, Thermasource, Inc. evaluated each of the geothermal properties for its geothermal potential. Any development already in progress was evaluated for the projected value of future cash flows. Plans were assumed where no definitive plans were available if the resource justified development. A risk factor was applied to account for uncertainties such as timing or a lack of resource definition. The valuation is based upon prices remaining constant or declining during early years and increasing in later years.

Coal Mining

Barrick is involved in coal mining through its 89.5% owned subsidiary La Luz Mines Limited which owns Muskingum Mining Incorporated ("Muskingum"), which in turn owns and operates the Crown City and Muskingum open pit coal mines in Ohio. These mines produce and sell approximately 1.2 million tons of coal per year under long term supply contracts.

These coal mining operations were initially acquired by Predecessor Camflo in 1975. In 1981, due to substantial operating losses, Predecessor Camflo wrote off its investment in and advances to Muskingum. Consequently, the results of the coal operations are not reflected in Predecessor Camflo's Consolidated Financial Statements.

Due to a combination of Muskingum's financial restructuring and improved operations it was profitable for the year ended December 31, 1984. Barrick has recorded in its accounts, at their fair values as at the date of the amalgamation which formed Barrick, certain advances to Muskingum made by a wholly owned subsidiary of Barrick totalling \$15,000,000.

These advances bear interest at a rate of 10% per annum and are payable on the earlier of January 1, 1988 or the sale of all or a substantial portion of the assets of, or a change in control of, Muskingum.

It is the intention of Barrick to dispose of its investment in these coal mining operations.

GOVERNMENT CONTROLS AND REGULATIONS

Barrick's principal business activities are gold mining and exploration and oil and natural gas exploration, development and production in Canada and the United States. These areas of business are subject to various levels of extensive government controls and regulations which are amended from time to time. Current legislation is a matter of public record and Barrick is unable to predict what additional legislation or amendments may be proposed that affect these businesses or when any such proposals, if enacted, might become effective.

Outlined below are some of the more significant aspects of government controls and regulations which materially affect Barrick's principal areas of business. The following is intended as a summary only and is subject to the express provisions of the statutes, regulations and agreements in question.

Gold

Canada

The gold exploration and mining industry in Canada operates under both federal and provincial legislation governing exploration and development. Such legislation relates to the method of acquisition and ownership of mineral rights, labour, health and safety standards, royalties, mining and income taxes, exports and other matters.

The mining industry in Canada is also subject to legislation at both the federal and provincial levels concerned with the protection of the environment. In particular, such legislation imposes high standards on the mining industry to reduce or eliminate the effects of wastes generated by extraction and processing operations and

subsequently emitted into the air or water. Accordingly, the design of mines and mills and the conduct of overall extraction and processing operations is subject to the restrictions contained in such legislation. In addition, the construction, development and operation of a mine, mill and refinery typically entail compliance with applicable environmental legislation and/or review processes and the obtaining of land use and other permits, water licences and similar authorizations from various governmental agencies. In particular, legislation is in place for lands under federal jurisdiction or located in certain provinces which provides for the preparation of costly environmental impact assessment reports prior to the commencement of any mining operations. These reports entail a detailed technical and scientific assessment as well as a prediction of the impact on the environment of proposed development.

Failure to comply with the legislation referred to above may result in orders being issued thereunder which may cause operations to cease or be curtailed or may require installation of additional equipment. Barrick may be required to compensate those suffering loss or damage by reason of its mining activities and may be fined if convicted of an offence under such legislation.

United States

Legislation and implementing regulations adopted or proposed by the United States Environmental Protection Agency ("EPA"), the Office of Surface Mining and by comparable agencies in various states directly and indirectly affect the mining industry in the United States. These environmental agencies have legislatively expressed a concern for potential contamination of soil and water from tailings discharges and other wastes generated by mining companies. In particular, legislation such as the Federal Water Pollution Act of 1977, the Clean Air Act, the Solid Waste Disposal Act Amendments of 1980, and the Comprehensive, Environmental Response, Compensation and Liability Act of 1980, impose high toxic effluent standards, new source performance standards, air quality and concentration standards for specific contaminants of mining and dressing, including gold ore mining.

Compliance with these standards and similar state regulations may necessitate additional control measures at existing gold mines and mills in which Barrick has an

interest and substantial prophylactic measures regarding operation of new mines and mills.

Further, mine operators must comply with the Federal Mine Safety and Health Act of 1977, as amended, which is enforced by the Mining Safety and Health Administration ("MSHA"), an agency within the Department of Labor. All mines, both underground and surface, are subject to inspections by MSHA. The Occupational Safety and Health Administration ("OSHA") also has jurisdiction over safety and health standards not covered by the Federal Mine Safety and Health Act, although there are areas where the authority of both administrative agencies overlap.

Oil and Gas

United States

Production and sale of oil and gas in the United States is subject to federal and state government regulation in a variety of ways.

The sale of natural gas is regulated by the Federal Energy Regulatory Commission. Natural gas sold in intrastate and interstate commerce is subject to price regulation under The Natural Gas Policy Act of 1978 which establishes maximum natural gas prices and provides a schedule for partial decontrol by 1985 subject to standby authority to reimpose price controls under certain conditions. State regulatory agencies may impose additional regulation with respect to intrastate sales of natural gas.

Crude oil price and allocation controls under the Energy Policy and Conservation Act of 1975 (the "Energy Act"), in effect since August 1971, were discontinued by executive order of the President of the United States in January 1981. On September 30, 1981, the Energy Act expired. Any crude oil produced in the United States may now be sold at market prices.

The Crude Oil Windfall Profit Tax Act of 1980 imposes an excise tax on the windfall profit attributable to crude oil produced in the United States (other than certain categories of exempt oil). This tax is scheduled to be phased out over a 33 month period commencing not earlier than January 1988 nor later than January 1991.

In addition, some states impose regulations concerning various matters relating to oil and gas exploration and development and the marketing of oil and gas.

Canada

The oil and natural gas industry operates in Canada under federal and provincial legislation and regulations which govern land tenure, royalties, production rates, pricing, environmental protection, exports, taxation and other matters. Such laws and regulations may substantially increase the costs of exploring for, developing and producing oil and natural gas and may prevent or delay the commencement or continuation of a given operation. Federal legislation regulates the price of oil and gas in interprovincial and export trade and the quantities of such products exportable from Canada. Provincial legislation has been enacted for the purpose of regulating the prices of oil and gas produced and consumed in those provinces and the quantities of such products which may be removed from those provinces.

As discussed under "Recent Developments", virtually all of Barrick's Canadian oil and gas properties were sold in early 1985. Accordingly the operation of the oil and gas industry in Canada will not impact the Company in the future.

Operations Outside Canada and the United States

Barrick's exploration and production operations outside Canada and the United States are subject to the control and regulation of relevant foreign governments, which in the past has included the renegotiation of operating agreements. In certain cases there may also be the risk of nationalization from which affected parties would expect to receive compensation.

As of May 1985, substantially all of these properties have been or intend to be sold or farmed out.

Item 2. Description of Property.

Information as to Barrick's properties is set forth in Item 1. Barrick, as presently constituted, has only been in existence since July 14, 1984 and accordingly no historical data with respect to its production of oil and gas is available and it has not prepared any information for any periods with respect to its estimated net quantities of proved oil and gas reserves, proved developed oil and gas reserves or net oil and gas reserves. Certain of such information is available, however, with respect to Barrick's predecessors as set forth below.

Barrick sold its producing Canadian oil and gas properties. See "Recent Developments".

Oil and Gas Production

The following table sets forth Predecessor Camflo and Predecessor Bob-Claire's combined net production of oil and gas for the periods indicated (Predecessor Barrick had no oil and gas production):

Oil and gas production for fiscal year ended December 31,				
	<u>1984</u>	<u>1983</u>	<u>1982</u>	<u>1981</u>
	(mmcf of gas, including oil converted at net equivalent values)			
Canada	3,997	3,836	4,602	3,985
United States	<u>40</u>	<u>277</u>	<u>415</u>	<u>455</u>
Total	<u>4,037</u> =====	<u>4,113</u> =====	<u>5,017</u> =====	<u>4,440</u> =====

Oil and Gas Reserves

The following table summarizes Barrick's estimated net share of reserves from its principal producing oil and gas assets, the South East Fandango and Madden-Badwater properties, as of January 1, 1985 based on reports prepared by J.R. Butler and Company, Houston, Texas (Fandango) and Prentice, Napier & Green Inc., Oklahoma City, Oklahoma (Madden-Badwater), prepared in accordance with the requirements of the Securities and Exchange Commission:

	Estimated proved reserves as at	
	December 31, 1984	December 31, 1983
	(mmcf of gas)	(mmcf of gas)
Proved developed	1,835	5,372
Proved undeveloped	26,801	26,608
Total proved	<u>28,636</u>	<u>31,980</u>
	=====	=====

The above reserves are located in the United States.

Notes:

- (1) Net gas reserves are defined as the total share of reserve owned by Barrick.
- (2) Proved reserves are defined as those quantities of natural gas or natural gas liquids that geological and engineering data demonstrate with reasonable certainty to be recoverable in the future from known reservoirs under existing economic conditions.
- (3) Probable reserves are defined as estimates of quantities of natural gas or natural gas liquids which may exist but which have not been proven by production. These reserves are expected to be proven by additional drilling and/or testing.
- (4) The classification of Fandango reserves in 1984 has not followed a rigid set of rules but has been tempered by the current geological interpretation. Potential accumulations have been categorized into proved and probable based on (1) the nearness to existing well control (2) reservoir distribution as shown by sand maps and (3) structural position. Proved undeveloped locations have been assigned offsetting currently producing wells based on proximity and concepts of sand distribution even though structurally they may be in a separate fault block. Fandango reserves included in the table above for December 31, 1984 include 1,249 mmcf proved developed and 5,811 mmcf proved undeveloped.

The following table sets forth information relating to the proved oil and gas reserves of Predecessor Camflo prior to 1984 and Barrick for 1984. The available information has been prepared in accordance with Canadian regulatory requirements which, in the opinion of management of Barrick, are substantially consistent with those of the Securities and Exchange Commission.

For purposes of this information, proved reserves are defined as reserves that have been proved to a high degree of certainty by analysis of the producing history of a reservoir and/or by volumetric analysis of adequate geological and engineering data. Commercial productivity has been established by actual production, successful testing, or in certain cases by favorable core analysis and electrical-log interpretation when the producing characteristics of the formation are known from nearby fields. Volumetrically, the structure, areal extent, volume, and characteristics of the reservoir are well defined by a reasonable interpretation of adequate subsurface well control and by known continuity of hydrocarbon-saturated material above known fluid contacts, if any, or above the lowest known structural occurrence of hydrocarbons.

Virtually all of the oil and gas reserves indicated for Canada as at December 31, 1984 were sold subsequent to that date as discussed in "Recent Developments".

	Estimated proved reserves as at December 31,			
	<u>1984</u>	<u>1983</u>	<u>1982</u>	<u>1981</u>
Oil (bbls)				
Canada (1) (2)	95,000	328,800	335,930	135,400
United States (1)	75,000	117,300	508,900	333,900
Total	<u>170,000</u>	<u>446,100</u>	<u>844,830</u>	<u>469,300</u>
	=====	=====	=====	=====
Gas (mmcf)				
Canada (1) (2)	51,200	74,000	99,300	94,700
United States (1)	950	1,200	1,600	1,800
Total	<u>52,150</u>	<u>75,200</u>	<u>100,900</u>	<u>96,500</u>
	=====	=====	=====	=====

(1) Data for 1983 and prior include Neomar Resources Limited (47.3% owned at December 30, 1984 and 62.9% prior thereto)

(2) Oil and gas reserves located in Canada were sold in 1985

Item 3. Legal Proceedings.

1. Pursuant to a complaint filed September 4, 1984 in the Court of Common Pleas for Franklin County, Columbus, Ohio, Sandra M. Bray, administratrix of the estate of Glenn E. Bray, deceased, has commenced an action against Muskingum Mining Incorporated ("Muskingum"). The claim is for damages in the amount of U.S. \$1,500,000 relating to the death of an employee of Muskingum killed in a mining accident in 1983. Management of Barrick is of the view that any potential liability of Muskingum under the claim, together with the costs of defending the action, will be covered by insurance maintained by Muskingum.

2. Pursuant to a complaint filed on July 28, 1983 in the Court of Common Pleas for Franklin County, Columbus, Ohio, Edward Fannin, a former employee of Muskingum, and Tony Fannin (his wife) have commenced an action against Muskingum and others in respect of injuries suffered by Edward Fannin at Muskingum's coal mine. The claim by Edward Fannin is in the amount of U.S. \$1,500,000 in compensatory damages and U.S. \$3,000,000 in punitive damages and by Tony Fannin in the amount of U.S. \$300,000 in compensatory damages. The costs of defence of the action have been paid by Muskingum's insurers with reservations of rights as to its future obligation to pay any eventual judgment.

3. A subsidiary of Siscoe is a 50% partner in a joint venture which owns leasehold interests in certain properties in Imperial County, California. The properties are held as security for approximately U.S. \$16 million of non-recourse loans made by the bankers of the joint venture and guaranteed by the United States Department of Energy. As a result of a default in payment of interest under the loans, the lender commenced, on July 18, 1984, non-judicial foreclosure proceedings pursuant to California law against the lands and the lands may eventually be sold pursuant to these proceedings.

Item 4. Control of Registrant.

Barrick is 23.6% owned by Horsham Securities Limited. Barrick disclaims that it is directly or indirectly owned or controlled by another corporation or by any government.

The following table sets forth certain information, as at May 31, 1985 with respect to any person who is known to Barrick to be the owner of more than 10% of any class of Barrick's voting securities and the total amount of any class of Barrick's voting securities owned by the officers and directors of Barrick as a group:

<u>Title of Class</u>	<u>Identity of Person or Group</u>	<u>Amount Owned</u>	<u>Percent of Class</u>
Common shares	Horsham Securities Limited	22,613,335 shares	23.6%
Common shares	Directors and Officers	32,668,441 (1) shares	34.1%

(1) Includes shares owned by Horsham Securities Limited.

Horsham Securities Limited ("Horsham") is a private investment company formed under the laws of the Province of Ontario. The shareholders are as follows:

	<u>Votes</u>	<u>Equity</u>
Common Shares		
Peter Munk	50.4%	22.2%
Class A Special Shares		
D. Gilmour	12.3%	22.7%
C.W.D. Birchall	3.1%	5.7%
Triad International Corp.	24.0%	44.1%
Elk International Corp.	2.6%	4.9%

Horsham has granted options on 1,133,047 of its Barrick common shares to third parties at prices ranging from \$1.12 to \$2.10.

Except as aforesaid, there are no arrangements known to Barrick the operation of which may at a subsequent date result in a change of control of Barrick.

Item 5. Nature of Trading Market.

Barrick Common Shares were first included on the NASDAQ System in the United States in February 1985. The principal non-United States trading market for the common shares of Barrick is The Toronto Stock Exchange. The common shares of Barrick are also listed for trading on the Montreal Exchange and are traded in London, England under Rule 163(4)(a) of the London Stock Exchange.

The following tables set forth the high and low sales prices over the periods indicated as reported by The Toronto Stock Exchange and NASDAQ System for common shares of Barrick and for common shares of Predecessors Barrick and Camflo.

Common shares of Barrick

<u>Period</u>	Toronto Stock Exchange (Canadian Dollars)		NASDAQ (United States Dollar)	
	<u>High</u>	<u>Low</u>	<u>High</u>	<u>Low</u>
1984				
July 16 - 31	\$1.90	\$1.50	-	-
August	1.80	1.57	-	-
September	1.85	1.55	-	-
October	1.85	1.70	-	-
November	2.14	1.76	-	-
December	1.85	1.49	-	-
1985				
January	1.60	1.29	-	-
February	1.45	1.23	1.06	0.87
March	1.58	1.25	1.12	0.87
April	1.51	1.25	1.06	0.88
May	1.44	1.29	1.12	0.94

Common shares of Predecessor Barrick (1)

<u>Period</u>	<u>High</u>	<u>Low</u>
July 1, 1984 - July 13, 1984	\$2.05	\$1.80
Quarter ended June 30, 1984	1.97	1.72
Quarter ended March 31, 1984	1.99	1.75
Quarter ended December 31, 1983	2.07	1.80
Quarter ended September 30, 1983	2.17	1.55
May 2, 1983 - June 30, 1983	2.10	1.45

-
- (1) The common shares of Predecessor Barrick were initially listed on May 2, 1983.

Common shares of Predecessor Camflo (1)

<u>Period</u>	<u>High</u>	<u>Low</u>
July 1, 1984 - July 13, 1984	\$12 7/8	\$11 3/4
Quarters ended June 30, 1984	12 1/2	9 1/2
March 31, 1984	13 3/4	9
December 31, 1983	12 3/8	8
September 30, 1983	14 5/8	10 7/8
June 30, 1983	16 1/4	12 1/4
March 31, 1983	18 1/4	10 1/2
December 31, 1982	15 3/4	9 1/8
September 30, 1982	11 3/8	4.60
June 30, 1982	11 5/8	3.50
March 31, 1982	19 3/4	9 3/4

-
- (1) Effective July 14, 1984, each common share of Predecessor Camflo was exchanged for seven common shares of Barrick.

As at May 31, 1985 common shares of Barrick were registered in the names of approximately 1,961 shareholders with United States addresses. Such shareholders held, of record, 26,472,886 common shares of Barrick, representing approximately 27.6% of the outstanding common shares of Barrick. Barrick has no way of knowing the number of beneficial owners of its common shares which are held by United States broker nominees.

**Item 6. Exchange Controls and Other Limitations
Affecting Security Holders.**

Except as set out below, Barrick is not aware of any material governmental laws, decrees or regulations in Canada that restrict the export or import of capital, including, but not limited to, foreign exchange controls, or controls that affect the remittance of dividends (except to the extent referred to in item 7), interest or other payments to non-resident owners of Barrick's securities. Barrick is also not aware of any limitations imposed by Canadian law or by the charter or other constituent documents of Barrick which limit the right of non-resident or foreign owners of Barrick common shares to hold or vote such shares.

The Foreign Investment Review Act (Canada) (the "Act") restricts in certain circumstances the acquisition of control of Canadian business enterprises by foreign individuals, corporations, governments or groups containing foreign members (collectively "foreign persons") (i) through the acquisition of shares or property used in carrying on the business and (ii) through the establishment of a new business in Canada either by foreign persons who do not already have an existing business in Canada, or by foreign persons who have an existing business in Canada where the new business or expansion is unrelated to the existing business. The Act provides for a mechanism whereby these forms of foreign investment are subject to review by a governmental agency known as the "Foreign Investment Review Agency" in order to establish whether a proposed investment is of "significant benefit to Canada". The Act does not apply to purchases of shares or other securities where such purchases do not involve the acquisition of control. However, there is a rebuttable presumption under the Act that control has been acquired if the acquisition involves 5% or more of the voting rights attaching to all voting securities of a public company such as Barrick. Accordingly any person seeking to acquire 5% or more of the voting securities of Barrick should consult an appropriate legal advisor.

The Government of Canada has introduced legislation, the Investment Canada Act, to replace the Foreign Investment Review Act. The proposed legislation retains the principle of governmental review and approval of transactions, but significantly narrows the range of reviewable transactions. The new legislation is expected to be enacted during the summer of 1985.

Item 7. Taxation.

The Income Tax Act (Canada) (the "Act") imposes a tax of 25% on non-residents of Canada who receive dividends from corporations resident in Canada, which tax is required to be withheld by the corporation at the time the dividend is paid. Generally, the Canada-United States Income Tax Convention (the "Convention") (which entered into force on October 1, 1984 for tax withheld at source on dividends) reduces the rate of tax on dividends to 15%. The Convention further reduces the rate of tax on dividends to 10% if the dividend is paid to a United States corporation which owns at least 10% of the voting shares of the corporation resident in Canada. Therefore, except where the shareholder is a United States corporation holding 10% or more of the voting shares of Barrick, dividends paid by Barrick to residents of the United States will be subject to a withholding tax of 15%.

Item 8. Selected Financial Data.

The following table sets forth certain selected financial data with respect to Barrick for the periods indicated. Reference is made to the Consolidated Financial Statements of Barrick contained herein for a discussion of business acquisitions and mergers.

	Year ended December 31,				October 10 1980 to December 31, 1980
	<u>1984</u>	<u>1983</u>	<u>1982</u>	<u>1981</u>	<u>1980</u>
Revenues					
Gold	\$ 13,783	\$ 1,672	\$ -	\$ -	\$ -
Petroleum and natural gas	5,779	-	-	-	-
Interest and other	2,276	280	161	908	88
Loss from continuing operations	(3,716)	(4,421)	(710)	(911)	(64)
Loss per share	(.05)	(.09)	(.02)	(.04)	-
Total assets	219,002	52,540	24,819	20,517	6,052
Long term debt	52,081	3,617	3,049	-	-
Redeemable preferred shares	3,017	3,186	-	-	-

Reference is made to Note 18 to the Consolidated Financial Statements of Barrick for differences between Canadian and United States generally accepted accounting principles. The effect of the changes on the financial information set forth above would be as follows:

	Year ended December 31,			
	<u>1984</u>	<u>1983</u>	<u>1982</u>	<u>1981</u>
(thousands of dollars, except per share data)				
Loss from continuing operations	\$(15,915)	\$(4,375)	\$(2,296)	\$(911)
Loss per share	(.21)	(.09)	(.06)	(.04)
Total assets	209,272	50,363	23,233	20,517

Note: The amalgamation which formed Barrick has been treated for accounting purposes as a purchase by Predecessor Barrick effective July 14, 1984 of Predecessors Camflo and Bob-Clare and accordingly the foregoing table does not reflect financial data pertaining to Predecessors Camflo and Bob-Clare prior to the date of purchase.

The following table sets forth certain selected financial data with respect to Predecessor Camflo for the periods indicated.

	Six months ended June 30, 1984	Year ended December 31,				
		1983	1982	1981	1980	1979
(thousands of dollars, except per share data)						
Revenues						
Gold	\$9,001	\$23,408	\$29,987	\$24,578	\$37,253	\$24,698
Oil and gas	5,460	9,721	10,379	8,889	5,087	3,685
Interest and other income	1,385	951	1,555	5,298	3,102	1,039
Income (loss) from continuing operations	361	2,606	2,025	(10,325)	15,859	12,505
Net income (loss) per share	0.10	1.63	0.55	(12.06)	3.10	2.82
Total assets	110,522	111,084	108,777	108,168	104,804	68,932
Long term liabilities	50,369	82,849	81,121	81,340	38,842	14,719

The effect of the changes on the financial information set forth in the previous table caused by differences between Canadian and United States generally accepted accounting principles is as follows:

	Six months ended June 30, 1984	Year ended December 31,				
		<u>1983</u>	<u>1982</u>	<u>1981</u>	<u>1980</u>	<u>1979</u>
		(thousands of dollars, except per share data)				
Income (loss) from continuing operations	\$968	\$(473)	\$1,290	\$(13,282)	\$17,013	\$12,292
Net income (loss) per share	.27	.79	.35	(12.87)	3.42	2.80
Total assets	103,859	103,800	104,542	104,574	105,390	68,010

Except as set forth below, neither Barrick nor any of its predecessors has paid any dividends on its shares and Barrick does not plan to pay any dividends in the future. Predecessor Camflo paid dividends on its outstanding common shares during the five years ended December 31, 1983 as follows:

1979, \$0.60 (U.S. \$0.51) per share;
 1980, \$1.00 (U.S. \$0.85) per share;
 1981, \$0.50 (U.S. \$0.42) per share;
 1982, nil;
 1983, nil.

All dividends stated in United States currency are based on the exchange rates at each respective dividend payment date. Prior to the July 14, 1984 amalgamation, Predecessor Bob-Clare was a private company. Accordingly, information pertaining to its dividend history is not available.

**Item 9. Management's Discussions and Analysis of
Financial Results of Operations.**

Introduction

Barrick's original predecessor, Barrick Petroleum Corporation ("Barrick Petroleum"), commenced operations in 1980 with the objective of participating in the discovery of major new oil and gas fields internationally and in the United States. To accomplish this objective with limited financial exposure in any one prospect, Barrick Petroleum's strategy was to farm-out acquired properties to recover its capital and retain a significant residual interest.

In 1983 Barrick Petroleum decided to acquire gold mining production in North America to diversify its asset base and in May 1983, in order to have flexibility to acquire substantial gold producing properties, it completed a reverse takeover and became publicly listed on The Toronto Stock Exchange. At the same time, the name of the surviving company was changed to Barrick Resources Corporation.

In October 1983 a 50% interest in the Renabie Mine was acquired through an amalgamation and in February 1984 \$17 million (\$15 million net) was raised to fund the expansion of the Renabie Mine by the issue to the public of units of a royalty trust on the mine. Effective July 14, 1984 the assets and liabilities of Camflo Mines Limited and Bob-Clare Investments Limited were acquired through a further amalgamation which formed Barrick.

The Consolidated Financial Statements of Barrick contained in this annual report reflect the operations of Barrick Petroleum and the results of the foregoing acquisitions from the respective dates of completion of such transactions.

In the discussion which follows, references to the Company" refer to appropriate predecessors of Barrick as the context requires.

Liquidity and Capital Resources

From inception to mid 1984 the Company acquired oil and gas and gold mining interests with the proceeds of sales of capital stock. The Company incurred operating cash flow deficits during this period which were also funded from capital stock sale proceeds. However, as a result of the July 14, 1984 amalgamation it is anticipated that Barrick will generate surplus cash flow from future operations before debt service. For the year ended December 31, 1984, working capital generated from operations before debt service was \$5,447,000.

At June 30, 1984 the Company's debt was \$5,900,000 due to a related company together with \$2,960,000 being its 50% share of Renabie's borrowings. On the July 14, 1984 amalgamation, \$95 million of bank debt was assumed, \$26 million of which was repaid from the proceeds of a private placement of \$30 million of common shares.

At December 31, 1984 Barrick had bank lines of credit of \$73 million against which \$73 million had been drawn. The lines of credit comprised a \$33 million revolving operating loan of which \$12.5 million was due on April 1, 1985 and the balance on demand thereafter and a \$40 million term loan which was due July 1989. In addition, consolidated subsidiaries of Barrick had bank loans of \$2.2 million of which \$1.3 million were current. As a result of the completion in January 1985 of the financing referred to under "Item 1. - Gold Company of America (The Prudential-Bache/Barrick Gold Acquisition Partnership, A California Limited Partnership)" (the "Gold Partnership Financing") and the receipt of proceeds of approximately \$32 million on the sale of certain Canadian oil and gas interests, Barrick virtually eliminated its bank debt in March 1985. The Consolidated Financial Statements of Barrick include a Pro Forma Balance Sheet at December 31, 1984 which reflects the Gold Company of America financing and the Canadian oil and gas property sale on a pro forma basis. See "Item 1. - Recent Developments".

Barrick does not expect to receive dividends from Siscoe, Neomar or La Luz. Under the terms of The Barrick - Cullaton Gold Trust, Renabie is prohibited from making distributions until the Renabie Mine expansion plan is completed which is expected to occur by the end of 1986.

Results of Operations

During the period from its inception in October 1980 to the acquisition of its 50% interest in the Renabie Mine in October 1983, the Company's principal activity was the acquisition of oil and gas exploration and development interests. In accordance with the full cost method of accounting for oil and gas interests, all costs relating to the acquisition, exploration and development of these interests were capitalized with the exception of exploration costs relating to abandoned areas of interest of which \$2,607,000 and \$804,000 was written off in 1983 and 1981, respectively. Due to the exploratory nature of interests acquired, no production revenue was derived from these activities until late 1984. The Company has participated in several successful wells in 1984 and additional revenues from these wells are expected to commence in 1985.

The Consolidated Statement of Operations of Barrick include the Company's share of the results of the operations of the Renabie Mine for the three month period ended December 31, 1983 and the year ended December 31, 1984. During this period an \$18 million expansion plan for the Renabie Mine was commenced and the mine incurred income of \$185,000 and a loss of \$1,247,000 for the three months ended December 31, 1983 and year ended December 31, 1984, respectively. The expansion plan will be financed largely by the proceeds of The Barrick-Cullaton Gold Trust. It is anticipated that this plan will be completed by the end of 1986 and that gold production from the mine will be increased substantially from the present level of 20,000 ounces per year with operating costs decreasing significantly.

The Consolidated Statements of Operations of Barrick for the year ended, December 31, 1984 also include the results of operations from the gold mining and oil and gas operations acquired from the Camflo amalgamation for the period July 14 to December 31, 1984. This is the principal cause for the increase of \$19.9 million in revenues in 1984 compared to 1983. This also caused the large increases in gold and petroleum and natural gas operating expenses and depreciation and depletion. Interest expense in 1984 of \$5.6 million was incurred primarily on the bank debt Barrick assumed on the amalgamation.

An operating profit before interest and depreciation of \$7.1 million was generated in 1984 as compared with a loss of \$1.1 million in 1983. The loss for the year after bank interest and depreciation decreased from \$4.4 million in 1983 to \$3.7 million; however the final loss for the year, after extraordinary items, primarily on the sale of discontinued Canadian oil and gas operations, amounted to \$16.1 million.

Due to the transition of the Company's activities from exploration to development and production over the course of the period from October 1980 to December 31, 1984 and significant acquisitions and divestitures discussed herein, the financial information reflected in the Consolidated Financial Statements of Barrick is not conducive to meaningful year by year comparison nor reflective of future operations.

Inflation and Changing Prices

The price of gold materially impacts the results of operations and financial position of Barrick. Gold bullion production is currently sold on the spot market, at prices over which Barrick has no control and which have historically been subject to volatile fluctuations over short periods of time. Gold production costs and corporate expenses are subject to normal inflationary pressures.

Barrick's 1984 petroleum and natural gas production was sold under supply contracts with prices determined by appropriate regulatory authorities. See - "Government Controls and Regulations".

Item 10. Directors and Officers of Registrant.

The following table sets forth the names of the directors and executive officers of Barrick, all positions and offices with Barrick held by them and their respective present principal occupations. All of the persons listed below were elected or appointed to the respective positions in Barrick set out opposite their names on May 31, 1985. Each director serves until Barrick's next annual meeting or until his successor is appointed and each officer serves at the pleasure of the board of directors.

<u>Name</u>	<u>Position</u>	<u>Principal occupation</u>
Howard L. Beck, Q.C.	Director	Partner, Davies, Ward & Beck (barristers and solicitors)
C. William D. Birchall	Director	Chief Financial Officer Barrick Investments Limited
Stephen R. Dattels	Executive Vice- President, Corporate Finance and Director	Executive Vice- President, Corporate Finance of Barrick
Robert E. Fasken	Director	Consultant
David H. Gilmour	Director	Vice-Chairman, Barrick Investments Limited
D.R. Hinde	Director	Executive Director, Samuel Montagu & Co. Limited
John P. Holmes	Director	President, Holmes, Ferguson & Co., Inc. (investment bankers)
Essam Khashoggi	Director	Chairman, President & Chief Executive Officer, Triad America
Gary J. Last	Director	Consultant, and prior to May 31, 1985 President and Chief Executive Officer of Barrick.

<u>Name</u>	<u>Position</u>	<u>Principal occupation</u>
Peter Munk	Chairman, Chief Executive Officer and Director	Chairman, Barrick Investments Limited
P. Anthony Novelly	Director	President and Chief Executive Officer, Apex Oil Company
Joseph L. Rotman	Director	President, Roy-L Resources Limited (natural resources company)
Norman L. Short	Director	Guardian Capital Group Limited (investment management group)
Robert M. Smith	Executive Vice- President, Mining and Chief Operating Officer	Executive Vice- President, Mining and Chief Operating Officer of Barrick
Jeremy Garbutt	Executive Vice- President, Finance	Executive Vice- President, Finance of Barrick
Meredyth E. Holt	Vice-President Mining Exploration	Vice-President Mining Exploration of Barrick
Brian K. Meikle	Vice-President Mining Operations	Vice-President Mining Operations of Barrick
William R. Robertson	Vice-President and Secretary	Vice-President and Secretary of Barrick
Gregory Wilkins	Vice-President and Controller	Vice-President and Controller of Barrick
Alan Hill	Director of Mining Engineering	Director of Mining Engineering of Barrick

Other than arrangements or understandings with directors or executive officers acting in their capacity as such, to the knowledge of Barrick, there are no arrangements or understandings pursuant to which any such director or executive officer was elected as a director or executive officer except that pursuant to an agreement dated May 14, 1984 among the predecessors of Barrick, Robert E. Fasken and certain other parties relating to the July 14, 1984 amalgamation which formed Barrick, Fasken agreed to act as a consultant to and director of Barrick for a period of two years from the amalgamation. Reference is made to paragraph 7 under "Interest of Management in Certain Transactions".

There are no family relationships between any director or executive officer of Barrick and any other director or executive officer of Barrick.

Item 11. Compensation of Directors and Officers.

(a) The aggregate amounts of direct or indirect compensation paid or accrued by Barrick and its respective subsidiaries during the fiscal years ended December 31, 1984 to all persons who are now directors and officers of Barrick as a group for services in all capacities for such fiscal year was \$915,000.

Item 12. Options to Purchase Securities From Registrant or Subsidiaries.

The following table provides information as to all options, warrants or rights (other than those issued to security holders as such on a pro-rata basis) to purchase common shares from Barrick and which were outstanding as at May 31, 1985.

<u>Type of option, warrant or right</u>	<u>Total number of common shares underlying option, warrant or right</u>	<u>Exercise price</u>	<u>Expiration date</u>
Options to former directors of predecessor	25,000 12,500	\$2.00 3.20	Mar. 12, 1986 Mar. 12, 1986
Options to officer of subsidiary	246,000	1.12	164,000 - Dec. 31, 1985 82,000 - Dec. 31, 1986
Options to employees Barrick	500,000 821,100 56,000 178,500 368,900 1,317,500	1.40 1.29 1.45 1.70 1.68 1.40	Dec. 31, 1987 Sept. 14, 1985 Oct. 12, 1985 Apr. 11, 1986 Mar. 1, 1987 -
Common share purchase warrants	6,000,001	2.10	July 14, 1989

(1)

The common share purchase warrants are listed and posted for trading on The Toronto Stock Exchange.

The total number of common shares called for by all such options, warrants and rights held by directors and officers of Barrick as a group as at May 31, 1985 was 2,424,500 all of which were in respect of employee options.

- (1) 433,500 exercisable after April 30, 1986;
433,500 exercisable after April 30, 1987;
450,500 exercisable after April 30, 1988.

Item 13. Interest of Management in Certain Transactions.

The following is a brief description, to the extent disclosed by Barrick or its predecessors to its or their respective shareholders or otherwise made public by it or them, of any material transactions during the last three fiscal years or any presently proposed transactions to which Barrick or any of its predecessors or any of its or their respective subsidiaries was or is to be a party and in which certain persons (including directors, officers and principal shareholders of Barrick) have or are to have a direct or indirect interest. The following does not include information relating to transactions to which predecessors of Barrick were a party and in which persons who were directors, officers or principal shareholders of such predecessors but not of Barrick had an interest.

1. E. Khashoggi, P. Munk, D.H. Gilmour and C.W.D. Birchall, directors of Barrick, have equity interests of 50%, 22.22%, 22.22%, and 5.56%, respectively, in Barrick Investments Limited ("BIL").

(a) BIL indirectly owns approximately 80% of the outstanding shares of Viking Petroleum, Inc. ("Viking"). In February 1982, Barrick Petroleum acquired 11% and 6.25% equity interests in subsidiaries of Viking for an aggregate of \$740,000, based on an independent evaluation, which equity interests had been purchased by Viking from a former director and officer of Viking in January 1981 for an aggregate purchase price of U.S. \$550,000 (approximately Cdn. \$660,000).

(b) A subsidiary of BIL, Barrick Energy Inc. ("Barrick Energy"), loaned U.S. \$2,500,000 to Barrick with interest at a rate per annum equal to the prime rate quoted by Marine Midland Bank N.A. plus 1%. During the period March 1984 to December 1984 Barrick Energy advanced a further U.S. \$2,095,000 to Barrick. These advances were on the same terms as the initial loan of U.S. \$2,500,000. Barrick repaid its entire indebtedness to Barrick Energy in January 1985 from the proceeds of the Gold Company of America Financing.

(c) A wholly-owned indirect subsidiary of BIL, Southern Pacific Properties (Bahamas) Limited, purchased by way of private placement, pursuant to a subscription agreement dated December 16, 1983, 1,300,000 common shares of Predecessor Barrick at \$1.95 per share for an aggregate of \$2,535,000. A wholly-owned indirect subsidiary of BIL, Barrick Energy (Ohio), Inc., also

purchased by way of private placement, pursuant to a subscription agreement dated July 13, 1984, 2,035,905 common shares of Predecessor Barrick at \$2.10 per share for an aggregate of \$4,275,401. This latter purchase was in connection with the private placement by Predecessor Barrick of an aggregate of 14,285,714 of its common shares at \$2.10 per share to a number of parties including parties not theretofore related to Predecessor Barrick. The price of \$2.10 per share was negotiated at arm's length with such non-related parties.

2. (a) Prior to July 2, 1981, P. Munk, C.W.D. Birchall and D.H. Gilmour, directors of Barrick, beneficially owned in the aggregate 45% of the issued shares of a corporation which indirectly owned 100% of the issued shares of Southern Pacific Hotel Corporation Holdings Limited ("SPH"). On July 2, 1981, all the issued shares of SPH were sold to an arms' length purchaser and, at the same time, a subsidiary of Barrick Petroleum, Barrick Petroleum (Australia) Limited ("BPAL"), acquired, at SPH's cost of A\$260,788 (Cdn. \$356,000), two subsidiaries from SPH which were subsequently renamed Barrick Petroleum Limited ("BPL") and Barrick Exploration Pty. Limited ("BEPL"). BEPL owns the oil and gas interests of Barrick in Australia.

(b) In addition to the Australian interests referred to in the foregoing paragraph, BEPL, while a subsidiary of BPAL, acquired an interest in a certain petroleum lease and incurred exploration costs relating thereto of A\$891,977 (which costs were funded by loans from BPAL) principally in respect of three dry holes. In July 1982, the shares of BEPL were sold by BPAL to a subsidiary of BIL, Barrick Holdings B.V., at book value of A\$734. BEPL repaid A\$517,404 of its loan of A\$891,977 to BPAL, with the balance of A\$374,573 (Cdn. \$581,250) being written off by BPAL. To compensate Barrick Petroleum for these losses, Horsham Securities Limited subscribed and paid for 175,000 shares of Barrick Petroleum at \$2.75 per share, for a total subscription price of \$481,250.

3. Apex Oil Company is controlled by P.A. Novelly, a Director of Barrick. The Triad Group is controlled by E. Khashoggi, a director of Barrick, and members of his family. A subsidiary of Apex Oil Company, Apex Kansas, Inc. ("Apex"), and the Triad Group participated in various oil and gas properties in which Barrick has an interest as follows:

(a) Barrick entered into an agreement dated October 28, 1982 with the Triad Group whereby the Triad Group received a 50% working interest in Barrick's Turkish interests for assuming 50% of the expenditures up to a maximum of U.S. \$1,300,000. Barrick has agreed not to incur any exploration costs in excess of U.S. \$2,600,000 without the consent of the Triad Group. As a result of this agreement, Triad was indebted to Barrick in the amount of \$40,000 at December 31, 1984 (\$390,000 at December, 1983);

(b) Pursuant to an agreement made April 2, 1984 Barrick sold 50% of its interest in certain oil and gas leases covering 55,500 net acres to Apex for U.S. \$685,000; and

(c) Pursuant to an agreement dated April 8, 1983 and agreed to April 12, 1983 Barrick farmed out a 33 1/3% working interest in 1,412 net acres in the Madden-Badwater Field, Wind River Basin, Wyoming to Apex for U.S. \$865,000.

4. AIC Ltd., a company controlled by P.A. Novelly, purchased by way of private placement, pursuant to a subscription agreement dated June 29, 1984, 1,053,607 common shares of Predecessor Barrick at \$2.10 per share for an aggregate of \$2,212,575.

5. As discussed under "Description of Business - GENERAL", one of the predecessors of Barrick resulted from the amalgamation under the laws of Ontario, effective May 1, 1983, of Summit and PetroInc. (the "First Amalgamation"). Prior to the First Amalgamation, on April 28, 1983, Summit completed a share exchange offer (the "Offer") whereby it acquired all of the issued and outstanding shares of Barrick Petroleum.

Prior to the First Amalgamation, Barrick Petroleum received subscriptions for common shares whereby 3,500,000 common shares were issued at \$2.75 per share for a total subscription price of \$9,625,000. These share subscriptions were conditional upon the approval of the Offer by the shareholders of Summit. Among the investors submitting such subscriptions were Horsham Securities Limited, Gary J. Last, then the Chief Executive Officer of Barrick Petroleum and currently a director of Barrick, and Canadian institutional shareholders including nominees of Guardian Capital Investment Counsel Limited ("GCIL") and Roy-L Resources Limited ("Roy-L Resources"). GCIL is a wholly-owned subsidiary of Guardian

Capital Group Limited. At the time of the First Amalgamation (as at present) Norman J. Short, then a director of Barrick Petroleum and currently a director of Barrick, was Chairman of GCIL and President of Guardian Capital Group Limited. Roy-L Resources is a 52%-owned subsidiary of Roy-L Capital Inc., a company which is wholly-owned by J.L. Rotman, a director of Barrick Petroleum at the time of the First Amalgamation and currently a director of Barrick. Mr. Rotman is also the President of Roy-L Resources.

6. Maurice Carlisle and J.R. Dean, both of Denver, Colorado and both officers of Barrick Exploration, are entitled to receive, as an incentive for generating prospects for Barrick, an overriding royalty interest equivalent to $\frac{2}{3}$ of 1% and $\frac{1}{3}$ of 1%, respectively, of future revenues from production in respect of such prospects.

7. Robert E. Fasken ("Fasken"), a director of Barrick, has entered into an agreement dated July 13, 1984 with Barrick pursuant to which Fasken's deferred compensation and retirement benefit plans existing prior to the amalgamation which formed Barrick were terminated and new benefits, on substantially the same terms, were granted by Barrick. Under the agreement, Fasken will be paid for the first two years after his retirement (on July 13, 1984) \$110,000 per annum and, for the remainder of his life, \$140,000 per annum. If Fasken's wife survives him, two-thirds of the annual amount will be payable to her for the balance of her life.

In addition, Fasken and Barrick have entered into a consulting agreement pursuant to which Fasken has agreed to act as a consultant to and a director of Barrick for a period of two years commencing July 14, 1984 at an annual remuneration of \$190,000.

Predecessor Bob-Clare was wholly-owned by a corporation controlled by Fasken's wife, a trust for the benefit of Fasken's children and Fasken, although Fasken's interest consisted solely of preferred shares. Prior to the amalgamation which formed Barrick, and as a condition to that amalgamation, Predecessor Bob-Clare was reorganized. In connection with this reorganization, various assets of Predecessor Bob-Clare were transferred to corporations or other entities controlled by Fasken and members of his family in consideration of the assumption by those

corporations and entities of all the liabilities of Predecessor Bob-Clare in excess of a certain amount (which amount was assumed by Barrick on the amalgamation) and approximately \$7,358,000 of indebtedness of Predecessor Bob-Clare to a Canadian chartered bank was cancelled. Among the assets transferred out of Predecessor Bob-Clare was approximately 64% of the issued and outstanding shares of Grandad Resources Limited ("Grandad"). Grandad was then indebted to a Canadian chartered bank and \$1,100,000 of such indebtedness was guaranteed by Predecessor Bob-Clare. In order to release Predecessor Bob-Clare from this guarantee, Fasken and a trust for the benefit of Fasken's children agreed to guarantee the \$1,100,000 to the bank in place of the guarantee by Predecessor Bob-Clare. In consideration of this, the bank agreed to cancel indebtedness of such trust to it in the amount of \$700,000.

8. Certain officers or former officers of Barrick or its subsidiaries are or have during the last three years been indebted to Barrick or a predecessor of Barrick in respect of loans made to assist such persons in purchasing shares of Barrick or a predecessor of Barrick. These loans are non-interest bearing and have recourse only against the shares so purchased.

The following table sets forth the names of such officers, the largest aggregate amount of such indebtedness outstanding at any time during the past three years and the amount thereof outstanding as of May 31, 1985.

<u>Name of officer</u>	<u>Largest aggregate amount outstanding</u>	<u>Amount outstanding as at May 31, 1985</u>
Stephen R. Dattels	\$ 275,000	\$ 183,333
Robert E. Fasken	243,200	243,200
Jeremy Garbutt	178,750	178,750
Anthony A. MacLellan	275,000	137,500
Brian Meikle	74,812	--
William R. Robertson	44,375	44,375
Robert Sherman	56,240	56,240
Robert Smith	212,800	212,800

9. Roger L. Jarvis ("Jarvis"), the president of Barrick Exploration, owns 10% of the shares of Barrick Exploration, the balance being owned by Barrick Petroleum.

Pursuant to an Employment Agreement made the 1st day of June, 1983 between Barrick Exploration and Jarvis, Barrick Exploration agreed to employ Jarvis and Jarvis agreed to serve Barrick Exploration as its President until February 1, 1985, and for additional annual periods thereafter unless terminated upon 90 days' notice by either party. The employment of Jarvis under the Employment Agreement also terminates upon the death or disability of Jarvis and may be terminated by Barrick Exploration for "due cause" as therein defined. Pursuant to an agreement made the 27th day of October, 1983 between Barrick Exploration and Jarvis, Barrick Exploration has the right to purchase all of the shares of Barrick Exploration owned by Jarvis at any time after the cessation or termination of Jarvis' employment under the Employment Agreement or at any time after the breach by Jarvis of the Employment Agreement. In addition, Jarvis has the option to require Barrick to purchase (i) all of his shares of Barrick Exploration at any time after the cessation or termination of the Employment Agreement or breach by Barrick Exploration of the Employment Agreement and (ii) up to 25% of his shares on each 1st day of February in any year during the continuance of the Employment Agreement. The purchase price of any shares of Barrick Exploration so purchased by Barrick is to be determined by mutual agreement or by an independent valuator. Jarvis is also indebted to Barrick Exploration in the amount of \$131,600 on account of advances made under his employment arrangements. This indebtedness is payable on demand and is non-interest bearing.

10. Peter Munk, the Chairman and Chief Executive Officer of Barrick, is the sole shareholder of Southern Pacific Hotels Services Inc., a Canadian management company. Prior to July 14, 1984, this company provided Predecessor Barrick with the services of its officers and staff and the use of office space and facilities at cost. See note 12(d) to the Consolidated Financial Statements of Barrick. This company has also made certain loans to Barrick in respect of which \$1,352,000 was outstanding at December 31, 1984. The loans were repaid in January 1985.

11. H.L. Beck, Q.C., a director of Barrick, is a partner in the law firm of Davies, Ward & Beck which has in the past and may in the future receive fees from Barrick in respect of legal services rendered.

PART III

Item 15. Defaults Upon Senior Securities

Barrick has not been in default with respect to the payment of principal and interest on indebtedness, and of gold distributions under the gold purchase agreements during 1984 and to the date hereof. There are no dividends in arrears to the date hereof.

**Item 16. Changes in Securities and Changes in Security for
Registered Securities**

There have been no changes with respect to the rights of common shareholders of Barrick during 1984 and to the date hereof.

During 1985 and to the date hereof the the rights of common shareholders of Barrick have not been materially limited or qualified by the issuance or modification of any other class of security.

PART IV

Item 17. Financial Statements.

The financial statements included herein have been prepared in accordance with accounting principles generally accepted in Canada and have been reconciled to comply with accounting principles generally accepted in the United States and Regulation S-X.

Item 19. Financial Statements and Exhibits.

(a) (i) Financial Statements

I. Barrick Resources Corporation

- (1) Opinion of Independent Chartered Accountants
- (2) Consolidated Balance Sheets, as at December 31, 1984 and 1983 and Pro Forma Consolidated Balance Sheet at December 31, 1984
- (3) Consolidated Statements of Loss, for the years ended December 31, 1984, 1983 and 1982
- (4) Consolidated Statements of Changes in Financial Position, for the years ended December 31, 1983, 1983 and 1982
- (5) Consolidated Statements of Shareholders' Equity, for the years ended December 31, 1984, 1983 and 1982
- (6) Notes to the Consolidated Financial Statements

(ii) Financial Statement Schedules

I. Barrick Resources Corporation

- Schedule I - Marketable Securities
- Schedule II - Amounts Receivable from Related Parties and Underwriters, Promoters and Employees other than Related Parties
- Schedule IV - Indebtedness of and to Related Parties
- Not Current.
- Schedule V - Property, Plant and Equipment.
- Schedule VI - Accumulated Depreciation, Depletion and Amortization of Property, Plant and Equipment.
- Schedule IX - Short-Term Borrowings.

AUDITORS' REPORT

To the Shareholders of
BARRICK RESOURCES CORPORATION

We have examined the consolidated balance sheets of Barrick Resources Corporation as at December 31, 1984 and 1983 and the consolidated statements of operations, deficit and changes in financial position for the years ended December 31, 1984, 1983 and 1982 including the pro forma information contained therein. Our examination was made in accordance with generally accepted auditing standards in Canada, and accordingly included such tests and other procedures as we considered necessary in the circumstances.

In our opinion, these consolidated financial statements present fairly the financial position of the Company as at December 31, 1984 and 1983 and the results of its operations and the changes in its financial position for the years ended December 31, 1984, 1983 and 1982 and the pro forma effect of the transactions referred to in note 1(a) in accordance with Canadian generally accepted accounting principles applied on a consistent basis.

Toronto, Canada
March 21, 1985

Coopers & Lybrand
Coopers & Lybrand
Chartered Accountants

Consolidated Balance Sheet
As at December 31, 1984
(Expressed in thousands of Canadian dollars)

	Pro forma 1984 (note 1)	1984	1983
ASSETS			
Current assets			
Cash and short term deposits	\$ 4,653	\$ 1,353	\$ 4,020
Marketable securities	1,898	1,898	-
Accounts receivable	7,344	7,344	3,285
Mine operating supplies	<u>2,549</u>	<u>2,549</u>	<u>568</u>
	16,444	13,144	7,873
Cash held in trust (note 3)	3,704	3,704	-
Property, plant and equipment (notes 4 and 16)	122,562	155,709	40,499
Investments (note 5)	43,026	43,026	-
Other assets (note 6)	<u>1,541</u>	<u>3,419</u>	<u>4,168</u>
	<u>\$187,277</u>	<u>\$219,002</u>	<u>\$52,540</u>
LIABILITIES			
Current liabilities			
Bank loans (note 7)	\$ 1,933	\$ 34,214	\$ 1,774
Accounts payable and accrued liabilities	9,034	9,034	5,414
Current maturities of long term debt (note 8)	<u>404</u>	<u>404</u>	<u>-</u>
	11,371	43,652	7,188
Long-term debt (note 8)	3,359	52,081	3,617
Gas production prepayments	-	1,847	-
Gold trust interest (note 9)	6,880	6,880	-
Deferred gold production revenue (note 15)	51,125	-	-
Deferred taxes	<u>9,189</u>	<u>9,189</u>	<u>-</u>
	<u>81,924</u>	<u>113,649</u>	<u>10,805</u>
SHAREHOLDERS' EQUITY			
Capital stock (note 10)	130,207	130,207	49,191
Deficit	<u>(24,854)</u>	<u>(24,854)</u>	<u>(7,456)</u>
	105,353	105,353	41,735
	<u>\$187,277</u>	<u>\$219,002</u>	<u>\$52,540</u>

Contingent liabilities and commitments (notes 5, 14 and 15)

Signed on behalf of the board:

Peter Munk, Director

Gary J. Last, Director

See accompanying notes to consolidated financial statements

BARRICK RESOURCES CORPORATION

Consolidated Statement of Operations For the Year Ended December 31, 1984 (Expressed in thousands of Canadian dollars)

	<u>1984</u>	<u>1983</u>	<u>1982</u>
Revenue			
Gold	\$ 13,783	\$ 1,672	\$ -
Petroleum and natural gas	5,779	-	-
Other income	2,276	280	161
	<u>21,838</u>	<u>1,952</u>	<u>161</u>
Expenses			
Gold	9,924	1,534	-
Petroleum and natural gas	1,840	-	-
Administration	3,005	1,556	787
	<u>14,769</u>	<u>3,090</u>	<u>787</u>
Generated from operations	7,069	(1,138)	(626)
Interest, excluding interest capitalized of \$692, (1983, \$680; 1982, \$488)	5,645	-	-
Depreciation, depletion and amortization	<u>5,827</u>	<u>456</u>	<u>84</u>
Loss before taxes and other items	(4,403)	(1,594)	(710)
Income taxes recovered, net of resource taxes (note 11)	896	-	-
Loss from discontinued operations (note 17)	-	-	(697)
Provision for decline in value of marketable securities	(579)	-	-
Share of earnings of equity accounted companies	300	-	-
Minority interest in loss of subsidiary	70	-	-
Exploration costs written off	<u>-</u>	<u>(2,827)</u>	<u>-</u>
Loss before extraordinary items	(3,716)	(4,421)	(1,407)
Provision for loss on petroleum and natural gas interests (note 16)	(10,099)	-	-
Deferred computer software costs (note 6)	(1,585)	-	-
Loss on sale of investment in affiliated company, net of \$500 income taxes recovered	<u>(694)</u>	<u>-</u>	<u>-</u>
Loss for the year	<u><u>\$ (16,094)</u></u>	<u><u>\$ (4,421)</u></u>	<u><u>\$ (1,407)</u></u>
Loss per share (dollars)			
Before extraordinary items	\$ (.05)	\$ (.09)	\$ (.04)
For the year	\$ (.21)	\$ (.09)	\$ (.04)

See accompanying notes to consolidated financial statements

BARRICK RESOURCES CORPORATION

Consolidated Statement of Deficit
 For the Year Ended December 31, 1984
 (Expressed in thousands of Canadian dollars)

	<u>1984</u>	<u>1983</u>	<u>1982</u>
Deficit at beginning of year	\$ 7,456	\$2,921	\$1,250
Loss for the period	16,094	4,421	1,407
Costs incurred in raising capital	<u>1,304</u>	<u>114</u>	<u>264</u>
Deficit at end of year	<u><u>\$24,854</u></u>	<u><u>\$7,456</u></u>	<u><u>\$2,921</u></u>

See accompanying notes to consolidated financial statements

BARRICK RESOURCES CORPORATION
Consolidated Statement of Changes in Financial Position
For the Year Ended December 31, 1984
(Expressed in thousands of Canadian dollars)

	Pro forma 1984 (note 1)	1984	1983	1982
Working capital derived from				
Gold trust proceeds	\$ 7,490	\$ 7,490	\$ -	\$ -
Decrease in investment and note receivable	1,991	1,991	-	-
Sale of petroleum and natural gas interests	33,261	1,961	3,998	-
Increase in long-term debt	6,752	6,752	-	3,049
Issue of capital stock	82,397	82,397	30,294	481
Deferred gold production revenue	51,125	-	-	-
Other	339	-	-	-
	<u>183,355</u>	<u>100,591</u>	<u>34,292</u>	<u>3,530</u>
Working capital applied to				
Loss before extraordinary items	3,716	3,716	4,421	1,407
Items not affecting working capital				
Amortization of and gold trust interest	610	610	-	-
Unrealized foreign exchange loss	(243)	(243)	(68)	-
Depreciation, depletion and amortization	(5,827)	(5,827)	(456)	(84)
Gas production prepayments	64	64	-	-
Deferred taxes recovered	1,508	1,508	-	-
Exploration costs written off	-	-	(2,827)	-
Share of earnings of equity accounted companies	300	300	-	-
Minority interest in loss of subsidiary	70	70	-	-
	<u>198</u>	<u>198</u>	<u>1,070</u>	<u>1,323</u>
Operations	198	198	1,070	1,323
Business acquisitions, including working capital deficiency of \$53,894 (1983, net of working capital acquired of \$15,441)	107,078	107,078	15,513	-
Cash held in trust for mine expansion	3,704	3,704	-	-
Property, plant and equipment	15,436	15,436	9,221	9,948
Advances to affiliated companies	1,144	1,144	-	-
Costs incurred in raising capital	1,304	1,304	114	264
Redemption of preferred shares	1,381	1,381	-	-
Decrease in long-term debt	48,722	-	-	-
Other	-	1,539	2,754	1,552
	<u>178,967</u>	<u>131,784</u>	<u>28,672</u>	<u>13,087</u>
Increase (decrease) in working capital	4,388	(31,193)	5,620	(9,557)
Working capital (deficiency) at beginning of year	685	685	(4,935)	4,622
Working capital (deficiency) at end of year	<u>\$ 5,073</u>	<u>\$ (30,508)</u>	<u>\$ 685</u>	<u>\$ (4,935)</u>

See accompanying notes to consolidated financial statements

BARRICK RESOURCES CORPORATION

Consolidated Statement of Changes in Financial Position (Cont'd)
For the Year Ended December 31, 1984
(Expressed in thousands of Canadian dollars)

	Pro forma			
	1984	1984	1983	1982
	<u>(note 1)</u>			
Changes in individual components of working capital are as follows				
Increase (decrease) in current assets				
Cash and short term deposits	\$ 633	\$ (2,667)	\$ 3,689	\$ (6,476)
Marketable securities	1,898	1,898	-	-
Accounts receivable	4,059	4,059	3,163	(183)
Mine operating supplies	<u>1,981</u>	<u>1,981</u>	<u>162</u>	<u>245</u>
	<u>8,571</u>	<u>5,271</u>	<u>7,014</u>	<u>(6,414)</u>
Decrease (increase) in current liabilities				
Bank loans	(159)	(32,440)	889	(2,663)
Accounts payable and accrued liabilities	(3,620)	(3,620)	(3,739)	1,676
Related company loan	-	-	1,456	(2,156)
Current maturities of long-term debt	<u>(404)</u>	<u>(404)</u>	<u>-</u>	<u>-</u>
	<u>(4,183)</u>	<u>(36,464)</u>	<u>(1,394)</u>	<u>(3,143)</u>
Increase (decrease) in working capital	<u>\$ 4,388</u>	<u>\$ (31,193)</u>	<u>\$ 5,620</u>	<u>\$ (9,557)</u>

See accompanying notes to consolidated financial statements

BARRICK RESOURCES CORPORATION**Notes to Consolidated Financial Statements
For the Year Ended December 31, 1984
(Tabular amounts in thousands of Canadian dollars)****1. Summary of significant accounting policies****(a) Basis of presentation****General**

The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in Canada.

During 1983, Barrick Petroleum Corporation ("Barrick Petroleum") completed a reverse take-over of Consolidated Summit Mines Limited ("Summit") by way of a share exchange. Immediately after the exchange Barrick Petroleum amalgamated with PetroInc Resources Ltd. (PetroInc") continuing as Barrick Resources Corporation ("Barrick Resources").

The information for the year ended December 31, 1982 relates to Barrick Petroleum. References to the "Company" hereinafter mean Barrick Petroleum for periods prior to May 1, 1983 and Barrick Resources Corporation for periods thereafter.

Pro forma information

As disclosed in notes 15 and 16, subsequent to December 31, 1984 the Company received \$53 million from the sale of gold from the Camflo mine under long term gold purchase contracts with the Gold Company of America and \$32 million from the sale of certain Canadian petroleum and natural gas interests. These transactions, and the repayment of bank debts from the funds received, have been reflected in the pro forma balance sheet and pro forma statement of changes in financial position.

Subsidiary companies

The consolidated financial statements include the accounts of the Company and all subsidiaries except for Muskingum Mining Incorporated (a wholly-owned subsidiary of La Luz Mines Limited) and Wilanour Resources Limited (67% owned). Muskingum is accounted for by the equity method as the Company plans to dispose of its interests therein. Wilanour is carried at nominal value.

The Company's principal subsidiaries are Barrick Minerals (Canada) Inc. (100% owned), Barrick Exploration Company (90%), Barrick Management Corporation (100%), CML Inc. (100%) and La Luz Mines Limited (89.5%).

Joint ventures and partnerships

Substantially all of the Company's petroleum and natural gas activities, and certain of its gold mining and mineral exploration activities, including the Company's 50% interest in Renabie Gold Mines Limited, are conducted jointly with others and, accordingly, the financial statements reflect the Company's proportionate interest in such activities.

Affiliated companies

The Company accounts for its investment in United Siscoe Mines Inc. (43.7% owned) by the equity method.

The consolidated financial statements include the results of operations of Neomar Resources Limited (47.3% owned at December 31, 1984 and 62.9% prior thereto). The investment is accounted for by the equity method effective December 31, 1984.

(b) Translation of foreign currencies

The Company's integrated foreign operations are translated by the temporal method whereby monetary assets and liabilities are translated at the exchange rate in effect at the balance sheet date, non-monetary assets and liabilities and related depreciation and amortization are translated at historical exchange rates and revenues and expenses are translated at the exchange rates in effect at transaction dates.

The Company's self-sustaining foreign operations are translated using the current rate method whereby all assets and liabilities are translated at exchange rates prevailing at the year end and revenue and expense items at average exchange rates for the year. Translation adjustments arising from changes in exchange rates will form part of the change in the deferred translation adjustments component of shareholders' equity. These adjustments are not included in operations until realized through a reduction in the Company's net investment.

(c) Marketable securities

Marketable securities are valued at the lower of cost and net realizable value.

(d) Mine operating supplies

Mine operating supplies are valued at the lower of cost and net realizable value.

(e) Property, plant and equipment

(i) Gold mining

Property, deferred mine development costs, buildings and mining equipment are recorded at cost and amortized by the unit of production method.

(ii) Petroleum and natural gas

The Company follows the full cost method of accounting for petroleum and natural gas interests whereby all costs relating to the exploration and development of petroleum and natural gas reserves are capitalized. Such costs include land acquisition costs, geological and geophysical expenses, engineering fees, interest, administration expenses and costs of drilling both productive and non-productive wells.

Costs are allocated to a separate cost centre for each country in which the Company operates and are amortized by the unit of production method based upon the estimated proven petroleum and natural gas reserves in each country.

The Company carries its petroleum and natural gas properties at the lower of capitalized cost or net recoverable value. Net recoverable value is the aggregate of future net revenues from proven reserves plus unproved properties at cost or fair value where value has been determined. Net revenues are determined using current prices and costs discounted at an appropriate rate on an after tax basis.

(iii) **Mineral exploration**

Expenditures on mineral exploration programmes are deferred on a specific project basis until the viability of the project is determined. If a project is abandoned, the accumulated project costs are charged to operations. Once a project is developed, the related accumulated costs are amortized over the productive life of the project.

The recoverability of capitalized exploration and development costs is dependent upon the existence of economically recoverable reserves.

(f) **Gold trust interest**

The gold trust interest represents proceeds received from the Barrick-Cullaton Gold Trust under the terms of a gold acquisition agreement and is amortized against distributions made to the Trust.

(g) **Loss per share**

Loss per share is calculated on the weighted average number of shares outstanding during the year.

2. **Business acquisition**

- (a) On April 28, 1983, Barrick Petroleum completed a share exchange offer with Summit whereby all the issued and outstanding shares of Barrick Petroleum were acquired by Summit in exchange for shares of Summit. Immediately after the share exchange, Summit amalgamated with PetroInc continuing as Barrick Resources Corporation.

These transactions resulted in the Barrick Petroleum shareholders ultimately owning 96.25% of the Company, and thus have been treated as a reverse take-over of Summit and PetroInc by Barrick Petroleum and accounted for by the purchase method. Accordingly, these financial statements include the assets and liabilities of Barrick Petroleum at book value and the assets and liabilities of Summit and PetroInc at fair value as at the date of the acquisition and the results of operations of Summit and PetroInc from the date of acquisition.

The fair value of Summit's and PetroInc's assets and liabilities at the date of acquisition amounted to \$2,342,000 and \$300,000 respectively, the excess of fair value over book value of \$1,559,000 being attributable to oil and gas interests. As Barrick Petroleum was the acquiring company, the share capital and deficit of Barrick Petroleum became the share capital and deficit of the Company.

- (b) On October 14, 1983 the Company amalgamated with Sungate Resources Limited ("Sungate"), continuing as Barrick Resources Corporation, and immediately thereafter sold 50% of Sungate's wholly-owned subsidiary Renabie, at the Company's cost, to Royex Gold Mining Corporation (formerly Cullaton Lake Gold

Mines Ltd.) ("Royex"). The effect of these transactions was that the Company acquired 50% of Renabie as virtually all of Sungate's assets, other than Renabie, were divested concurrent with the amalgamation.

The amalgamation between the Company and Sungate has been accounted for as a purchase of Sungate by the Company, and accordingly, these statements include the Company's share of the results of operations of Renabie commencing from the date of amalgamation. The fair value of Sungate's assets and liabilities acquired amounted to \$52,006,000 and \$11,556,000 respectively, the excess of fair value over book value of \$11,561,000 being attributable primarily to mining claims. The consideration to the shareholders of Sungate to acquire the net assets was the issue of First and Second Preferred shares, Series A at their fair value as set out in note 10.

- (c) On July 14, 1984, the Company amalgamated with Camflo and Bob-Clare, companies operating in the gold mining and petroleum and natural gas industries, continuing as Barrick Resources Corporation, whereby common shareholders of the Company received one common share of the amalgamated corporation for each common share held. Preferred shareholders of the Company received one preferred share, with identical attributes, of the amalgamated corporation for each preferred share held. Shareholders of Camflo, except Bob-Clare, whose Camflo shares were cancelled, received seven common shares of the amalgamated corporation for each common share held. Shareholders of Bob-Clare received 952,381 First Preferred shares, Series B of the amalgamated corporation. Concurrent with the amalgamation, the Company completed a private placement of \$30,000,000 of treasury shares, repaid \$26,277,000 of bank debt and restructured the remaining bank debt into a \$40,000,000 term loan and a \$30,000,000 operating loan.

As the amalgamation resulted in the previous shareholders of the Company owning a majority of the shares of the amalgamated Company, the amalgamation is accounted for as a purchase by the Company of Camflo and Bob-Clare as at July 14, 1984 and accordingly, these consolidated financial statements include the results of operations of Camflo and Bob-Clare from that date.

Details of the acquisition are as follows:

Assets

Gold mining claims, deferred mine development costs, buildings and equipment	\$ 59,528
Mineral exploration interests	14,000
Petroleum and natural gas interests	56,900
Investments	39,698
Other	1,548
	<u>171,674</u>

Liabilities

Working capital deficiency	53,894
Long-term debt	50,369
Other liabilities	14,227
	<u>118,490</u>

Net assets at fair values assigned	<u>\$ 53,184</u>
---	-------------------------

Consideration

Issue of	
22,817,795 common shares	\$ 47,917
952,381 First Preferred shares, Series B	2,000
6,000,001 warrants	<u>3,000</u>
	52,917
Deduct Company's interest in its shares held by business acquired	<u>1,261</u>
	51,656
Costs of amalgamation	<u>1,528</u>
	<u>\$ 53,184</u>

3. Cash held in trust

On February 13, 1984, Renabie received \$14,980,750 (\$17,000,000 less issue expenses) from the Barrick-Cullaton Gold Trust under the terms of a gold acquisition agreement. The funds are held in trust and are released as expenditures are incurred to expand the Renabie mine.

4. Property, plant and equipment

	Pro forma 1984 (note 1)	1984	1983
Cost:			
Gold mining claims, deferred mine development costs, buildings and equipment	\$ 82,573	\$ 82,573	\$15,674
Petroleum and natural gas interests	29,916	63,746	26,090
Mineral exploration interests	<u>15,801</u>	<u>15,801</u>	-
	128,290	162,120	41,764
Accumulated depreciation, depletion and amortization	<u>5,728</u>	<u>6,411</u>	<u>1,265</u>
	<u>\$122,562</u>	<u>\$155,709</u>	<u>\$40,499</u>

5. Investments

	<u>1984</u>
United Siscoe Mines Inc.	
Shares, at cost	\$ 8,424
Share of losses	<u>(1,000)</u>
	7,424
Notes receivable, plus accrued interest of \$3,516,000, bearing interest at Canadian bank prime rate plus 1½%, secured by United Siscoe's gold mining interests, payable on demand	<u>13,707</u>
	<u>21,131</u>
Neomar Resources Limited	
Shares, at cost	4,351
Share of losses	<u>(118)</u>
	<u>4,233</u>
Muskingum Mining Incorporated	
Shares, at cost	-
Share of earnings	<u>1,300</u>
	1,300
Notes receivable (US\$10,000,000), plus accrued interest of \$2,462,000, bearing interest at 10%, secured by mortgages on certain coal lands and security interests in Muskingum's assets, subordinated to Muskingum's mortgage payable, certain reclamation bonds and property lease	<u>15,612</u>
	<u>16,912</u>
Other	<u>750</u>
	<u><u>\$43,026</u></u>

The cost of the Company's investments in the above affiliates was less than its share of the underlying book value of those companies at the date of acquisition by approximately \$16 million. This difference has been attributed to the assets acquired, primarily to write down United Siscoe's geothermal properties. Subsequent to the Company's acquisition of United Siscoe that company wrote down its investment in geothermal properties to their estimated recoverable value which approximates the Company's cost.

The Company has guaranteed a mortgage payable by Muskingum, aggregating US\$4,564,000 at December 31, 1984, which is secured by a lien upon substantially all of the assets of Muskingum.

6. Other assets

	Pro forma	1984	1983
	<u>1984</u>	<u>1984</u>	<u>1983</u>
	(note 1)		
Notes and mortgages receivable	\$1,414	\$1,414	\$ 637
Other	127	2,005	-
Investment	-	-	1,991
Deferred computer software development costs	-	-	<u>1,540</u>
	<u>\$1,541</u>	<u>\$3,419</u>	<u>\$4,168</u>

Costs relating to the Company's computer software development operations have been provided for as the Company has ceased marketing activities.

7. Bank loans

	Pro forma <u>1984</u> (note 1)	<u>1984</u>	<u>1983</u>
Bank loan, interest at bank prime rate plus 1%, secured jointly with the bank term loan, \$12,500,000 due April, 1985 and the balance due on demand thereafter.	\$ 635	\$32,916	\$ -
Bank loan, interest at bank prime plus 1%, secured by the assets of Renabie and \$500,000 of the Company's cash deposits.	1,298	1,298	530
Bank loan (US\$1,000,000), interest at U.S. bank prime, secured by petroleum and natural gas interests.	-	-	<u>1,244</u>
	<u>\$1,933</u>	<u>\$34,214</u>	<u>\$1,774</u>

8. Long-term debt

Bank loans			
Term	\$ -	\$40,000	\$ -
Renabie	910	910	-
Other	<u>2,853</u>	<u>11,575</u>	<u>3,617</u>
	3,763	52,485	3,617
Current maturities	<u>404</u>	<u>404</u>	-
	<u>\$3,359</u>	<u>\$52,081</u>	<u>\$3,617</u>

The bank term loan bears interest at the bank's prime rate plus 1% with principal payments deferred until July, 1989. The loan is secured jointly with the operating loan by marketable securities, investments in subsidiaries and affiliates, petroleum and natural gas interests, a floating charge debenture on the assets previously owned by Camflo, and a negative pledge on the other assets of the Company.

The Renabie bank loan is secured by the assets of Renabie and is repayable \$180,000 per quarter commencing December 31, 1984. Interest is payable monthly at the bank's prime rate plus 2%.

Other debt includes \$7,370,000 (1983, \$3,117,000) due to a subsidiary of a company, certain of whose shareholders are directors of the Company bearing interest at U.S. bank prime rate plus 1% and \$1,352,000 (1983, \$480,000 included in accounts payable) to a company, the shareholder of which is a director of the Company, bearing interest at U.S. bank prime. These loans were repaid in January, 1985.

9. Gold trust interest

The Barrick-Cullaton Gold Trust receives a percentage of future gold production from the Renabie mine ranging from 3% to 10%, depending upon the then current price of gold. Renabie has issued to the Trust a \$60,000,000 debenture secured by a mortgage and charge on the Renabie mine and a floating charge over Renabie's other properties. The Company's share of these assets is carried at \$22,156,000 in these financial statements.

10. Capital stock

	<u>Authorized</u>	<u>Issued</u>	
Common shares	Unlimited	95,077,601	\$124,190
First Preferred Shares			
Series A	10,000,000	207,947	395
Series B	10,000,000	952,381	2,000
Second Preferred Shares			
Series A	15,000,000	256,019	622
Warrants		6,000,001	<u>3,000</u>
			<u>\$130,207</u>

During 1983 Barrick Petroleum completed a share exchange, as set out in Note 2(a), whereby its shares were exchanged for shares of Barrick Resources (formerly Summit). The amount attributed to the capital stock of Barrick Resources at April 28, 1983 reflects the capital stock of Barrick Petroleum plus the fair value of the assets, less liabilities, of Summit and PetroInc.

	<u>Number of shares</u>	<u>\$000's</u>
Barrick Petroleum Corporation		
Outstanding at January 1, 1983	15,567,667	18,897
Issued during 1983		
Class A shares - for cash	4,125,000	11,187
- for debt	<u>265,000</u>	<u>729</u>
	<u>19,957,667</u>	30,813
Deemed issue of shares on acquisition of Consolidated Summit Mines Limited and PetroInc Resources Ltd.		<u>2,042</u>
		<u>\$ 32,855</u>

	<u>Number of shares</u>	<u>\$000's</u>
Barrick Resources Corporation		
Common shares		
Outstanding at April 28, 1983		
Consolidated Summit Mines Limited	3,125,001	\$ 2,063
Issued during the year		
In consideration for all of the outstanding shares of		
Barrick Petroleum Corporation	196,029,268	54,000
PetroInc Resources Limited	4,287,505	1,361
One for four share consolidation	(152,581,331)	-
Adjustments for business combination accounting for reverse takeover	<u>-</u>	<u>(24,569)</u>
	50,860,443	32,855
For oil and gas leases	134,892	186
On conversion of First Preferred Shares, Series A	3,634,630	6,906
On conversion of Second Preferred Shares, Series A	1,854,219	3,523
For cash	<u>1,300,000</u>	<u>2,535</u>
Outstanding at December 31, 1983	57,784,184	46,005
Issued during 1984		
On conversion of First Preferred Shares, Series A	421,005	799
In consideration for all of the outstanding shares of Camflo Mines Limited, except for shares held by Bob-Clare	22,817,795	47,917
For cash	<u>14,754,617</u>	<u>30,730</u>
Outstanding at December 31, 1984	95,777,601	125,451
Deduct Company's interest in its shares held by a subsidiary company	<u>(700,000)</u>	<u>(1,261)</u>
Balance at December 31, 1984	<u><u>95,077,601</u></u>	<u><u>\$124,190</u></u>

	<u>Number of shares</u>	<u>\$000's</u>
First Preferred Shares, Series A		
Issued during 1983		
In part consideration for all of the outstanding shares of Sungate Resources Ltd.	4,263,870	\$ 8,101
Converted to common shares	<u>(3,634,630)</u>	<u>(6,906)</u>
Outstanding at December 31, 1983	629,240	1,195
Issued during 1984		
Converted to common shares	(421,005)	(799)
Redeemed for cash	<u>(288)</u>	<u>(1)</u>
Outstanding at December 31, 1984	<u>207,947</u>	<u>\$ 395</u>
First Preferred Shares, Series B		
Issued during 1984		
In consideration for all of the outstanding shares of Bob-Clare Investments Limited	<u>952,381</u>	<u>\$ 2,000</u>
Second Preferred Shares, Series A		
Issued during 1983		
In part consideration for all of the outstanding shares of Sungate Resources Ltd.	8,742,866	\$ 32,349
Purchased for cash	(4,648,813)	(17,201)
Converted to common shares	(952,167)	(3,523)
Exchanged for Cullaton common shares	<u>(2,322,535)</u>	<u>(8,593)</u>
	819,351	3,032
Adjustment on fixing of redemption price (note 10c)	<u>-</u>	<u>(1,041)</u>
Outstanding at December 31, 1983	819,351	1,991
Exchanged for Cullaton common shares	(359,719)	(874)
Redeemed for cash	<u>(203,613)</u>	<u>(495)</u>
Outstanding at December 31, 1984	<u>256,019</u>	<u>\$ 622</u>
Warrants		
Issued during 1984		
In consideration for all of the outstanding warrants of Camflo Mines Limited	<u>6,000,001</u>	<u>\$ 3,000</u>

- (a) The First Preferred Shares, Series A, carry a fixed non-cumulative preferential cash dividend of \$0.114 per share per annum and are convertible into common shares on a one-for-one basis. These shares are redeemable at the option of the Company at the lesser of \$1.90 or at a price (stipulated by the Company) equal to the weighted average price of the Company's common shares on The Toronto Stock Exchange over a period of 20 consecutive trading days ending not more than 5 days prior to the date upon which notice of such price is given by the Company.
- (b) The First Preferred Shares, Series B, carry a non-cumulative dividend at a rate of \$0.126 per annum, are convertible on a one-for-one basis into common shares of the Company and are redeemable at the option of the Company or the holder at \$2.3625 per share at any time after July 14, 1985.
- (c) The Second Preferred Shares are entitled to a fixed non-cumulative preferential cash dividend of \$0.222 per share per annum and were exchangeable on a one-for-one basis for common shares of Cullaton. However, on February 3, 1984, the Company exercised its option to give notice to the Second Preferred shareholders of its intention to redeem the Second Preferred Shares and fixed the redemption price, based on the average price of Cullaton common shares on the Toronto Stock Exchange, at \$2.43 per share. Accordingly, both the carrying value of the 819,351 Cullaton common shares, which are held as an investment to meet the exchange right of the Second Preferred shareholders, and the Company's Second Preferred Shares have been adjusted, by the amount of \$1,041,000, to the fixed price of \$2.43 per share. The right to exchange for common shares of Cullaton, expired on March 5, 1984 and the Cullaton shares held by the Company at December 31, 1984 have been reclassified as marketable securities. Holders of the Second Preferred Shares of the Company may require redemption at any time.
- (d) Each warrant entitles the holder to subscribe for one common share of the Company at \$2.10 for a period of five years from July 14, 1984. The Company has entered into an agreement whereby it may be required to repurchase 3,000,000 warrants at \$0.50 each during the twelve-month period ending July 13, 1985.
- (e) There are share purchase options outstanding, expiring at various dates to March 1, 1987, for 2,144,750 common shares at prices between \$1.12 and \$3.20 per share.

11. Income and resource taxes

As the Company operates in several business and geographic segments its income is subject to varying rates of taxation. Income taxes recoverable of \$1,508,000 for the year ended December 31, 1984 are shown net of resource taxes payable of \$612,000.

	<u>1984</u>
Combined Canadian federal and provincial income tax rate	43.7%
Increase (decrease) resulting from:	
Non-deductible expenses, primarily oil and gas royalties	(2.3)
Resource allowances	11.2
Depreciation, depletion and amortization	(13.5)
Unrecorded tax benefit of subsidiaries' losses	(5.9)
Miscellaneous	<u>1.0</u>
Effective rate of income tax recovery	<u><u>34.2%</u></u>

The principle timing difference for the year ended December 31, 1984 and their tax effect are as follows:

Current years loss	\$1,050
Depreciation, depletion and amortization	438
Resource allowances	(90)
Other items	<u>110</u>
	<u>\$1,508</u>

The Company and its subsidiaries have non-capital losses which are available for carry forward to future fiscal years ending not later than: 1986, \$400,000; 1990, \$350,000; 1997, \$1,000,000; 1999, \$1,900,000. The tax benefit relating to these loss carry forwards has not been recorded in the accounts.

12. Related party transactions

- (a) The Company participates in various mineral exploration and petroleum and natural gas projects with certain related companies in the normal course of business. The services of certain of the Company's officers and staff, office premises and administrative expenses are shared with certain related companies, including a company the shareholder of which is a director of the Company and other related companies. These expenses are allocated amongst the companies based on their proportionate share of the costs incurred. Fees for legal and consulting services have been paid to professionals who are directors of the Company, a subsidiary or a related company.
- (b) Amounts due from affiliated companies amounting to \$588,000 (1983, \$544,000) are included in accounts receivable.
- (c) At December 31, 1984 there were outstanding \$432,000 (1983, Nil) of residence loans bearing interest at 7% per annum and \$1,107,000 (1983, \$637,000) of interest free non-recourse loans repayable by 1991 to officers or former officers for the acquisition of Company shares under an incentive stock purchase plan.
- (d) The services of the Company's officers and staff and the use of office space and facilities were provided up to August, 1984, at cost, by a corporation, the shareholder of which is a director of the Company. These services amounted to \$684,000 for the year ended December 31, 1984 (1983, \$920,000; 1982, \$683,000).

13. **Business segments**

The Company has two principal business segments: gold and petroleum and natural gas.

	Year ended December 31,		
	1984	1983	1982
Revenues			
Gold			
Canada	\$12,158	\$ 1,672	\$ -
United States	<u>1,625</u>	<u>-</u>	<u>-</u>
	<u>\$13,783</u>	<u>\$ 1,672</u>	<u>\$ -</u>
Petroleum and natural gas			
Canada	\$ 5,436	\$ -	\$ -
United States	<u>343</u>	<u>-</u>	<u>-</u>
	<u>\$ 5,779</u>	<u>\$ -</u>	<u>\$ -</u>
Depreciation and Amortization			
Gold			
Canada	\$ 3,841	\$ 448	\$ -
United States	<u>652</u>	<u>-</u>	<u>-</u>
Petroleum and natural gas			
Canada	1,207	-	-
United States	<u>65</u>	<u>-</u>	<u>-</u>
Corporate	<u>62</u>	<u>8</u>	<u>84</u>
	<u>\$ 5,827</u>	<u>\$ 456</u>	<u>\$ 84</u>
Income (loss) before extraordinary items			
Income (loss) after depreciation			
Gold			
Canada	\$ (1,066)	\$ (310)	\$ -
United States	<u>(7)</u>	<u>-</u>	<u>-</u>
	<u>(1,073)</u>	<u>(310)</u>	<u>-</u>
Petroleum and natural gas			
Canada	2,524	-	-
United States	<u>(30)</u>	<u>-</u>	<u>-</u>
	<u>2,494</u>	<u>-</u>	<u>-</u>
General corporate expenses, net	<u>(7,015)</u>	<u>(1,284)</u>	<u>(710)</u>
Loss from discontinued operations	<u>-</u>	<u>-</u>	<u>(697)</u>
Income taxes recovered	<u>1,508</u>	<u>-</u>	<u>-</u>
Share of earnings of equity accounted companies	<u>300</u>	<u>-</u>	<u>-</u>
Minority interest in loss of subsidiary	<u>70</u>	<u>-</u>	<u>-</u>
Exploration costs written off	<u>-</u>	<u>(2,827)</u>	<u>-</u>
	<u>\$ (3,716)</u>	<u>\$ (4,421)</u>	<u>\$ (1,407)</u>

	Year ended December 31,		
	1984	1983	1982
Capital expenditures			
Gold	\$ 81,638	\$14,820	\$ -
Petroleum	<u>62,603</u>	<u>10,407</u>	<u>9,948</u>
	<u>\$144,241</u>	<u>\$25,227</u>	<u>\$9,948</u>
	December 31,		
	1984	1983	
Assets by business segment			
Gold	\$ 95,509	\$18,000	
Petroleum and natural gas	<u>64,556</u>	<u>30,127</u>	
	160,065	48,127	
Corporate assets	15,911	4,413	
Investments	<u>43,026</u>	<u>-</u>	
	<u>\$219,002</u>	<u>\$52,540</u>	
Identifiable assets by geographic area			
Canada	\$127,449	\$17,194	
United States	31,397	27,307	
Australia	1,219	1,825	
Turkey	-	1,254	
New Zealand	<u>-</u>	<u>547</u>	
	<u>\$160,065</u>	<u>\$48,127</u>	

14. Joint venture and partnership

The Company's 50% interest in Renabie Gold Mines Limited and 23.125% interest in the Valdez Creek Joint Venture have been proportionately consolidated. The Company's interest in these investments is summarized below:

	December 31,	
	1984	1983
Assets	\$24,427	\$15,560
Liabilities	12,251	3,542
Revenue	5,595	1,672
Expenses	6,668	1,924

The Company has granted to Campbell Resources Inc., the manager of the Renabie mine, an option to acquire 10% of the Company's interest in Renabie for \$1,160,000 exercisable until January 1, 1989.

15. Gold Company of America

Gold Company of America, a limited partnership in which Barrick Management Corporation and Prudential-Bache Minerals Inc. are the general partners, sold to the public US\$47 million (Cdn.\$61 million) of depositary units representing an assignment of the economic rights attributable to limited partnership interests in the Partnership.

In January, 1985, Barrick Minerals entered into two gold purchase agreements amounting to US\$40 million (Cdn.\$53 million) for the sale of gold from the Camflo Mine to Gold Company of America. Under the terms of the contracts, which each provide for the purchase of a specified number of ounces of gold, gold is delivered to the Partnership based on a percentage rate per annum of the total contract price which rate is dependent on the prevailing price of gold at the time of its delivery. The rate is 8% when gold is US\$365 per ounce and increases or decreases 1% for every US\$35 change in the price of gold to a maximum US\$1,500 per ounce. All of the assets of Barrick Minerals, including the Camflo Mine (net book value \$61.6 million), have been pledged as security for the gold purchase contracts.

Funds received under the gold purchase contracts, net of costs of the offering, will be accounted for as deferred revenue and will be brought into income over the estimated economic life of the contracts.

16. Sale of petroleum and natural gas interests

During the year the Company decided to sell its interests in certain Canadian and international petroleum and natural gas properties. These assets have been written down at December 31, 1984 to estimated net realizable value as follows:

Net book value of petroleum and natural gas interests	
Canadian	\$38,609
International	3,956
Gas production prepayments	<u>(1,847)</u>
	40,718
Estimated net realizable value	<u>32,519</u>
Write-down to estimated net realizable value	8,199
Income taxes	<u>1,900</u>
Provision for loss on petroleum and natural gas interests	<u>\$10,099</u>

The operating results of the above petroleum and natural gas interests included in the Consolidated Statement of Loss are as follows:

Revenue	\$ 4,430
Operating and administrative expenses	(1,192)
Depreciation, depletion and amortization	(795)
Interest	(2,195)
Resource taxes	<u>(118)</u>
Earnings before income taxes	<u>\$ 130</u>

The sale of the Canadian interests was completed in March, 1985 for gross proceeds of \$32 million.

17. Discontinued operations

During 1982 the Company discontinued its geological and geophysical consulting operations.

18. Differences from United States accounting principles

The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in Canada, which principles differ from those generally accepted in the United States in the following material areas:

- (a) The Company's Second Preferred Shares, Series A which are redeemable by the holder at any time, would be excluded from capital stock. Notes receivable from officers and directors relating to share purchase loans would be recorded as a reduction of capital stock. Costs incurred in raising capital, which have been charged directly to deficit, would be deducted from capital stock. As at December 31, 1984 and 1983 capital stock would be reduced by \$3,411,000 and \$3,006,000, respectively.
- (b) Certain deferred taxes relating to business combinations accounted for using the purchase method would not be carried forward. Accordingly as at December 31, 1984, deferred taxes amounting to \$9,003,000 would be eliminated and the carrying value of "Property, Plant and Equipment" would be reduced by \$7,075,000 and "Investments" would be reduced by \$1,928,000.
- (c) Deferred computer software development costs would be charged to earnings as incurred and included in operating income rather than as an extraordinary item.
- (d) Interest costs associated with mineral exploration activities would be capitalized.
- (e) Certain overhead administrative costs would be charged to earnings as incurred.
- (f) The Company's share of earnings of equity accounted companies would be restated to reflect an adjustment to the previously reported amounts in order that the investees conform to United States accounting principles.
- (g) As a result of the accounting for deferred taxes noted in paragraph (b) and the adjustments referred to in paragraphs (d), (e) and (f), income taxes recovered would be restated.
- (h) The provision for loss on petroleum and natural gas interests, classified as an extraordinary item, would be included in operating income.
- (i) The loss on sale of investment in affiliated company, classified as an extraordinary item, would be included in operating income.
- (j) Under United States accounting principles Muskingum Mining Incorporated would be accounted for by the cost method.

The following summary sets out the adjustments to the Company's reported loss in order to conform to accounting principles generally accepted in the United States.

	<u>Year ended December 31,</u>		
	<u>1984</u>	<u>1983</u>	<u>1982</u>
Loss for the period before extraordinary items			
- as reported	\$ 3,716	\$4,421	\$1,407
Deferred software development costs	45	(46)	1,586
Capitalized interest	(516)	-	-
Write-off of capitalized overhead costs	346	-	-
Change in share of earnings of equity accounted companies	(403)	-	-
Change in income taxes recovered	634	-	-
Reclassification of extraordinary items as operating items - item (h)	10,099	-	-
- item (i)	694	-	-
Cost method applied to Muskingum Mining Incorporated	<u>1,300</u>	<u>-</u>	<u>-</u>
Loss for the period based on United States accounting principles	<u>\$15,915</u>	<u>\$4,375</u>	<u>\$2,993</u>
Loss per share - calculated using the weighted average number of shares outstanding	<u>\$ 0.21</u>	<u>\$ 0.09</u>	<u>\$ 0.09</u>

The following adjustments would be necessary to restate the Company's deficit in accordance with accounting principles generally accepted in the United States:

	<u>Year ended December 31,</u>		
	<u>1984</u>	<u>1983</u>	<u>1982</u>
Deficit - as reported	\$24,854	\$7,456	\$2,921
Deferred software development costs	-	1,540	1,586
Capitalized interest	(516)	-	-
Write-off of capitalized overhead costs	346	-	-
Change in share of earnings of equity accounted companies	(403)	-	-
Change in income taxes recovered	634	-	-
Cost method applied to Muskingum Mining Incorporated	1,300	-	-
Costs incurred in raising capital	<u>(1,682)</u>	<u>(378)</u>	<u>(264)</u>
Deficit based on United States accounting principles	<u>\$24,533</u>	<u>\$8,618</u>	<u>\$4,243</u>

19. Summary financial information

The following table sets out summarized financial information about unconsolidated subsidiaries and 50% or less owned investees.

	Unconsolidated subsidiaries	50% or less owned investees
	For the year ended December 31, 1984	
Revenues	\$55,203	\$11,058
Operating costs	52,601	10,703
(Loss) income from continuing operations	1,850	(1,343)
Net (loss) income	2,781	(1,343)
	As at December 31, 1984	
Current assets	\$16,754	\$ 2,428
Non-current assets	45,544	48,712
Current liabilities	27,745	27,210
Non-current liabilities	34,553	12,310

20. Other income

Other income includes \$1,704,000 (1983 - \$230,000; 1982 - \$150,000) of interest income.

21. Pro forma financial information

The pro forma results of operations of the Company as if the amalgamation discussed in note 2(c) had occurred January 1, 1983 are as follows:

	<u>1984</u>	<u>1983</u>
Revenues	<u>\$ 38,354</u>	<u>\$37,360</u>
Loss before extraordinary items	<u>\$ (5,415)</u>	<u>\$(7,237)</u>
Loss for the year	<u>\$(17,793)</u>	<u>\$(3,885)</u>
Loss per share (dollars)		
Before extraordinary items	\$ (.06)	\$ (.08)
For the year	\$ (.19)	\$ (.05)

22. Additional information on petroleum and natural gas activities

(a) Capitalized costs	December 31,	
	1984	1983
Proved properties		
United States	\$ 6,472	\$ 2,654
Canada	<u>34,210</u>	<u>-</u>
	<u>40,682</u>	<u>2,654</u>
Unproved properties		
United States	21,845	20,199
Australia	1,219	1,825
Turkey	-	865
New Zealand	<u>-</u>	<u>547</u>
	<u>23,064</u>	<u>23,436</u>
	<u>\$63,746</u>	<u>\$26,090</u>

(b) Costs incurred

	Property Acquisition	Exploration	Development	Production	Depreciation Depletion and Amortization
Year ended December 31, 1984					
United States	\$ 3,091	\$1,592	\$1,170	\$ 93	\$ 65
Australia	-	(606)	-	-	-
Turkey	-	(1,254)	-	-	-
New Zealand	-	(547)	-	-	-
Canada	34,210	-	-	1,396	1,207
	<u>\$37,301</u>	<u>\$ (815)</u>	<u>\$1,170</u>	<u>\$1,489</u>	<u>\$1,272</u>
Year ended December 31, 1983					
United States	\$ (825)	\$4,544	\$1,273	\$ -	\$ -
Australia	-	450	-	-	-
Turkey	-	(70)	-	-	-
New Zealand	-	80	-	-	-
Tunisia	-	(1,303)	-	-	-
	<u>\$ (825)</u>	<u>\$3,701</u>	<u>\$1,273</u>	<u>\$ -</u>	<u>\$ -</u>
Year ended December 31, 1982					
United States	\$ -	\$7,741	\$ -	\$ -	\$ -
Australia	-	1,023	-	-	-
Turkey	-	418	-	-	-
New Zealand	-	383	-	-	-
Tunisia	-	288	-	-	-
	<u>\$ -</u>	<u>\$9,853</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

(c) Net revenues from producing petroleum and natural gas activities

	<u>1984</u> <u>(\$000)</u>	<u>1983</u> <u>(\$000)</u>	<u>1982</u> <u>(\$000)</u>
Canada			
From proved developed oil and gas reserves	<u>4,040</u>	<u>-</u>	<u>-</u>
Proportional interest of investees (1)	<u>95</u>	<u>-</u>	<u>-</u>
United States			
From proved developed oil and gas reserves	<u>250</u>	<u>-</u>	<u>-</u>
Proportional interest of investees (1)	<u>9</u>	<u>-</u>	<u>-</u>

(1) Investees accounting for by the equity method.

Net oil and gas revenues represent sales attributable to net working interests and royalty interests less production costs.

BARRICK RESOURCES CORPORATION

RULE 12-02 REGULATION S-X

SCHEDULE I

MARKETABLE SECURITIES - INVESTMENTS
 (Expressed in thousands of Canadian dollars)

Name of issuer and title of each issue (a)	Number of shares	Cost	Market value	Book value
December 31, 1984				
Marketable securities:				
Lynx Canada	687,200	\$ 623	\$ 378	\$ 378
Nordex Explosives Limited	108,400	21	27	27
Tappin Copper	37,000	1	1	1
Artic Red Resources Limited	82,200	16	16	16
Pronto Explorations Limited	61,000	31	43	43
Grandad Resources Limited	20,000	12	10	10
Malartic Hygrade Gold Mines Ltd.	100	2	2	2
C.T.G.	12,500	66	28	28
Camindex Mines Limited	453,334	268	317	317
Royex Gold Mining Corporation				
- Common shares	125,354	837	514	514
- Preferred shares	41,784	280	282	282
Barrick-Cullaton Gold Trust				
- units	311,200	311	280	280
		<u>\$ 2,468</u>	<u>\$ 1,898</u>	<u>\$ 1,898</u>
Investments:				
United Siscoe Mines Inc.				
Common shares	2,934,000	\$ 8,424	\$ 3,374	\$ 7,424
Note receivable	10,191(c)	13,707	13,707	13,707
Neomar Resources Limited				
Common shares	1,824,167	4,351	730	4,233
Muskingum Mining Incorporated				
Common shares	448	-	8,100	1,300
Notes receivable	13,150(c)	15,612	15,612	15,612
Wilanour Resources Inc.				
Common shares	2,290,363	-	1,718	-
Advances	750(c)	750	750	750
		<u>\$42,844</u>	<u>\$43,991</u>	<u>\$43,026</u>

BARRICK RESOURCES CORPORATION

RULE 12-02 REGULATION S-X

SCHEDULE I (Continued)

MARKETABLE SECURITIES - INVESTMENTS
(Expressed in thousands of Canadian dollars)

Name of issuer and title of <u>each issue</u> (a)	Number of <u>shares</u>	<u>Cost</u>	<u>Market value</u>	<u>Book value</u>
December 31, 1983				
Camindex Mines Limited	286,667	<u>125</u>	<u>330</u>	(b) <u>125</u>

Notes:

- (a) Common shares unless otherwise noted.
- (b) The amount above is included in cash and term deposits in the Barrick Resources Corporation Consolidated Balance Sheet.
- (c) Face value in thousands of dollars.

BARRICK RESOURCES CORPORATION

RULE 12-03 REGULATION S-X

SCHEDULE II

AMOUNTS RECEIVABLE FROM RELATED PARTIES AND UNDERWRITERS,
PROMOTORS AND EMPLOYEES, OTHER THAN RELATED PARTIES.

(Expressed in thousands of Canadian dollars)

<u>Name of Debtor</u>	<u>Balance</u> <u>at</u> <u>beginning</u> <u>of period</u>	<u>Additions</u>	<u>Amounts</u> <u>collected</u>	<u>Amounts</u> <u>written</u> <u>off</u>	<u>Balance at</u> <u>end of period</u>	
	<u>Current</u>				<u>Not</u> <u>current</u>	
December 31, 1984						
Triad International Corporation (a)	389	195	544	-	40	-
Roger Jarvis (b)	62	69	-	-	131	-
Stephen Dattels (c)	92	-	92	-	-	-
United Siscoe Mines Inc. (a)	-	422	-	-	422	-
R.E. Fasken (d)	-	454	50	-	99	305
R.M. Smith (d)	-	308	-	-	2	306
December 31, 1983						
Triad International Corporation (a)	-	956	567	-	389	-
Roger Jarvis (b)	62	-	-	-	62	-
Stephen Dattels (c)	92	-	-	-	92	-

(a) Trade receivable.

(b) Advance due on demand; non-interest bearing.

(c) Note Receivable issued on exercise of Barrick common stock options; non-interest bearing, non-recourse loan secured by the common shares.

(d) Residence loans bearing interest at 7% per annum and non-interest bearing notes receivable secured by Barrick common shares, acquired pursuant to the amalgamation with Camflo.

December 31, 1982 not required as size test criteria not met.

BARRICK RESOURCES CORPORATION

RULE 12-05 - REGULATION S-X
SCHEDULE IVINDEBTEDNESS OF AND TO RELATED PARTIES - NOT CURRENT
(Expressed in thousands of Canadian dollars)

Name of Person	Indebtedness of			Indebtedness to		
	Balance at Beginning	Additions	Deductions	Balance at Beginning	Additions	Deductions
December 31, 1984						
Barrick Energy Inc.	-	-	-	3,110	4,260	-
Anthony McLellan	275	-	138	-	-	-
Stephen Dattels	183	-	-	-	-	-
Jeremy Garbutt	179	-	-	-	-	-
Southern Pacific Hotel Services Inc.	-	-	-	480	872	-
						7,370
December 31, 1983						
Barrick Energy Inc.	-	-	-	4,505	2,108	3,503
Anthony McLellan	275	-	-	-	-	-
Stephen Dattels	275	-	92	-	-	-
Jeremy Garbutt	179	-	-	-	-	-
Southern Pacific Hotel Services Inc.	-	-	-	521	920	961
						480
December 31, 1982						
Barrick Energy Inc.	-	-	-	-	4,505	-
Southern Pacific Hotel Services Inc.	-	-	-	313	683	475
Southern Pacific Hotels Corp. Energy Pty. Ltd.	700	-	700	-	-	-
Anthony McLellan	-	275	-	-	-	-
Stephen Dattels	-	275	-	-	-	-
Jeremy Garbutt	-	179	-	-	-	-

BARRICK RESOURCES CORPORATION

RULE 12-06 - REGULATION S-X

SCHEDULE V

PROPERTY, PLANT AND EQUIPMENT
(Expressed in thousands of Canadian dollars)

<u>Classification</u>	<u>Balance at beginning of period</u>	<u>Additions at cost</u>	<u>Retirements</u>	<u>Other changes</u>	<u>Balance at end of period</u>
December 31, 1984					
Gold mining claims, deferred mine development costs, buildings and equipment	15,674	66,899	-	-	82,573
Petroleum and natural gas interests	26,090	63,164	(2,362)	(23,146)(c)	63,746
Mineral exploration interests	-	15,801	-	-	15,801
	<u>41,764</u>	<u>145,864</u> (b)	<u>(2,362)</u>	<u>(23,146)</u>	<u>162,120</u>
December 31, 1983					
Gold mining claims, deferred development costs, buildings and equipment	594	17,687 (a)	(2,607)	-	15,674
Petroleum and natural gas interests	<u>21,930</u>	<u>8,158</u>	<u>(3,998)</u>	<u>-</u>	<u>26,090</u>
	<u>22,524</u>	<u>25,845</u>	<u>(6,605)</u>	<u>-</u>	<u>41,764</u>
December 31, 1982					
Mining equipment, buildings and other	594	-	-	-	594
Petroleum and natural gas interests	<u>11,982</u>	<u>9,948</u>	<u>-</u>	<u>-</u>	<u>21,930</u>
	<u>12,576</u>	<u>9,948</u>	<u>-</u>	<u>-</u>	<u>22,524</u>

(a) Acquisition of Sungate (Renabie).

(b) Substantially from the acquisition of Camflo/Bob-Clare.

(c) Write-down to estimated net realizable value of Canadian and international interests (\$8,199,000) and sale of investment in affiliated company (\$14,947,000).

BARRICK RESOURCES CORPORATION

RULE 12-07 - REGULATION S-X

SCHEDULE VI

**ACCUMULATED DEPRECIATION AND AMORTIZATION OF
PROPERTY, PLANT AND EQUIPMENT**
(Expressed in thousands of Canadian dollars)

<u>Classification</u>	<u>Balance at beginning of period</u>	<u>Additions charged to costs and expenses</u>	<u>Retirements</u>	<u>Other changes</u>	<u>Balance at end of period</u>
December 31, 1984					
Gold mining claims, deferred mine development costs, buildings and equipment	1,265	4,555	-	-	5,820
Petroleum and natural gas interests	<u>-</u>	<u>1,272</u>	<u>-</u>	<u>(681) (A)</u>	<u>591</u>
	<u>1,265</u>	<u>5,827</u>	<u>-</u>	<u>(681)</u>	<u>6,411</u>
December 31, 1983					
Mining equipment, buildings and other fixed assets	<u>150</u>	<u>1,210</u>	<u>(95)</u>	<u>-</u>	<u>1,265</u>
December 31, 1982					
Mining equipment, buildings and other	<u>21</u>	<u>129</u>	<u>-</u>	<u>-</u>	<u>150</u>

Note: No depletion or amortization taken on non-producing oil and gas interests.

(A) Substantially resulted from the sale of investment in affiliated company

BARRICK RESOURCES CORPORATION

RULE 12-10 - REGULATION S-X

SCHEDULE IX

SHORT-TERM BORROWINGS
 (Expressed in thousands of Canadian dollars)

<u>Category of aggregate short-term borrowings</u>	<u>Balance at end of period</u>	<u>Weighted average interest rate</u>	<u>Maximum amount outstanding during the period</u>	<u>Weighted monthly average amount outstanding during the period</u>	<u>Weighted average interest during the period</u> (a)
December 31, 1984					
Bank loan at bank prime rate plus 1%, secured substantially by all of the company's assets	32,916	13.59%	32,916	29,639	13.09%
Bank loan at prime plus 1% secured by the assets of Renabie and \$500,000 of company's cash deposit	1,298	14.84%	2,010	1,225	13.09%
December 31, 1983					
U.S. \$1,000,000 at U.S. prime, secured on certain oil and gas assets	1,244	13%	2,439	1,653	10.3%
Loan at Cdn. prime plus 1% secured by the assets of Renabie and \$500,000 of Company's cash deposit	530	12%	530	176	12.17%
December 31, 1982					
U.S. \$2,000,000 at U.S. prime plus 1%, secured on certain oil and gas assets	2,439	15%	2,439	1,333	14.6%
Irish pounds 130,000 at 12%	224	12%	224	224	-

(a) Based on average month-end Prime rates for the year from the Bank of Canada and the Federal Reserve Bank of New York.

(b) Exhibits


The following exhibits are filed as part of this Form 20-F annual report:

	<u>Page No.</u>
1.1 - Special resolution with respect to the number of directors, dated June 26, 1985....	116
1.2 - Extension and amending agreement between Barrick Resources Corporation and Rife Resources Ltd. dated March 14, 1985.....	117
1.3 - Letter of agreement between Nim Management Ltd. and Barrick Resources Corporation dated March 1, 1985.....	143

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant certifies that it meets all of the requirements for filing on Form 20-F and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

BARRICK RESOURCES CORPORATION

by 
Name: Jeremy Garbutt

Title: Executive Vice-President
Finance

Date: June 27, 1985

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

EXHIBITS TO FORM 20-F

- ☐ **REGISTRATION STATEMENT PURSUANT TO SECTION 12(B) OR 12(G) OF THE SECURITIES EXCHANGE ACT OF 1934**
- ☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 1984.
Commission file number _____

BARRICK RESOURCES CORPORATION

(Exact name of registrant as specified in its charter)

Province of Ontario, Canada

(Jurisdiction of incorporation or organization)

Suite 3001, South Tower, Royal Bank Plaza,
Toronto, Canada, M5J 2J1

(Address of principal executive offices)

Exhibits

The following exhibits are filed as part of this Form 20-F annual report:

	<u>Page No.</u>
1.1 - Special resolution with respect to the number of directors, dated June 26, 1985....	116
1.2 - Extension and amending agreement between Barrick Resources Corporation and Rife Resources Ltd. dated March 14, 1985.....	117
1.3 - Letter of agreement between Nim Management Ltd. and Barrick Resources Corporation dated March 1, 1985.....	143

BARRICK RESOURCES CORPORATION

**CERTIFIED COPY OF
SPECIAL RESOLUTION WITH RESPECT TO THE NUMBER OF DIRECTORS**

RESOLVED as a special resolution that:

1. the number of directors of the Corporation and the number of directors to be elected at the Annual and Special Meeting to be held June 17, 1985 shall be 13 directors; and
2. the directors are hereby empowered to determine in advance of each future Annual Meeting, the number of directors of the Corporation and the number of directors to be elected at each Annual Meeting.

I, W.R. Robertson, Vice-President and Secretary of Barrick Resources Corporation ("the Corporation") hereby certify under the corporate seal of the Corporation that the foregoing is a true and correct copy of a special resolution passed by the requisite two-thirds of the votes cast at the Annual and Special Meeting of Shareholders of the Corporation duly convened and held on the 17th day of June, 1985, and that the said special resolution is, at the date hereof, in full force and effect, unamended and unrevoked.

DATED the 26th day of June, 1985.


W.R. Robertson

EXTENSION AND AMENDING AGREEMENT

THIS AGREEMENT made as of the 14th day of March, 1985.

BETWEEN:

BARRICK RESOURCES CORPORATION, a body corporate, having an office in the City of Calgary, in the Province of Alberta (hereinafter referred to as the "Vendor")

OF THE FIRST PART

AND

RIFE RESOURCES LTD., a body corporate, having an office in the City of Calgary, in the Province of Alberta (hereinafter referred to as the "Purchaser")

OF THE SECOND PART

WHEREAS the Vendor and the Purchaser are parties to that certain Letter Agreement dated the 5th day of December, 1984 and accepted by the Vendor the 14th day of December, 1984 (hereinafter referred to as the "Agreement") for the purchase and sale of all of the Vendor's interest in, inter alia, petroleum and natural gas properties and related equipment located in Canada;

AND WHEREAS the parties have agreed to amend the Agreement in the manner set forth herein.

NOW THEREFORE IN CONSIDERATION of the premises hereto and the mutual covenants and agreements herein contained, this agreement witnesseth that the parties hereto covenant and agree that:

1. Except where the context otherwise requires, all words and phrases used herein which are defined in the Agreement shall have the meanings ascribed to them in the Agreement which meanings are incorporated herein by reference.

2. Clause 1(b) of the Agreement shall be amended to delete the reference to February 28, 1985 in all places where it appears and to insert in its place a reference to March 29th, 1985 such that the said clause as amended shall read as follows:

"b. "Closing Time" means 10:00 a.m. Mountain Standard Time on March 29th, 1985 or such other date set by the parties by mutual agreement; "Closing Date" means March 29th, 1985;"

3. Clause 1(c) of the Agreement shall be amended to delete the reference to December 31, 1984 and to insert in its place a reference to January 1, 1985 such that the said Clause as amended shall read as follows:

"c. "Effective Time" means 8:00 a.m. Mountain Standard Time on January 1, 1985;"

4. Clause 1(j) shall be amended by deleting the same in its entirety and inserting the following in replacement thereof:

"j. "Place of Closing" means the offices of Messrs. Macleod Dixon, Barristers and Solicitors, 1600 Home Oil Tower, 324 - 8th Avenue S.W., Calgary, Alberta;"

5. Clause 1(o) shall be amended by deleting the same in its entirety and inserting the following in replacement thereof:

"o. "Renaissance Agreements" means the agreements dated February 23, 1977, December 15, 1977, and February 15, 1979, entered into between Renaissance, and, inter alia, the Vendor, including all amendments thereto;"

6. Clause 1(q) shall be amended by inserting the following after the word "dated" and prior to the word "July" in line 2 thereof "July 1, 1976, August 15, 1976", such that the said clause as amended shall read as follows:

"q. "Signalta Agreements" means the Joint Venture Agreements dated July 1, 1976, August 15, 1976, July 28, 1977 and January 1, 1979 entered into between Signalta and inter alia, the Vendor, including all amendments thereto;"

7. Clause 1(x) shall be amended by deleting the same in its entirety and inserting the following in replacement thereof:

"x. Voyager Agreements" means the agreements dated October 11, 1972, December 12, 1972, May 1, 1973 and June 11, 1974 entered into between Voyager and, inter alia, the Vendor, including all amendments thereto;"

8. Clause 1(z) shall be amended by deleting the same in its entirety and inserting the following in replacement thereof:

"z. "Westgrowth Agreements" means the agreements dated August 13, 1979 and February 1, 1980 entered into between Westgrowth and, inter alia, the Vendor including all amendments thereto."

9a. Subclause 3(a) shall be amended to read as follows:

"a. The Purchase Price to be paid by the Purchaser to the Vendor for the Assets shall be \$32,250,000 Canadian which sum (increased or decreased as a result of the adjustments to be made pursuant to Clauses 4 and 12), shall be paid by cash or bank draft in the manner as herein provided and released upon compliance by the Vendor with all closing requirements and conditions, including the provisions of Clause 11."

9b. Clause 4(b)(ii) shall be amended by adding at the end thereof:

"(b)(ii) For clarity it is understood that the Vendor shall be responsible for the expenditures and financial commitments of the nature referred to in 5(n), except \$70,000.00 thereof which will be borne by the Purchaser."

10. Clause 4(b)(iii) shall be amended by deleting the words "sixty (60) days" in line four (4) thereof and inserting in replacement thereof "one hundred and twenty (120) days" such that the second sentence of the clause shall read as follows:

"(b)(iii) Within one hundred and twenty (120) days following the closing date the vendor shall provide and deliver to the purchaser a final accounting." (remaining portion of 4(b)(iii) unchanged.)

11. Sub-clause 4(b)(v) shall be amended to read as follows:

"Any revenues which are received by the Vendor from the sale of Petroleum Substances or otherwise related to the Assets after the Effective Time, on or prior to the Closing Date but which are due to the Purchaser pursuant to subclause 4(b)(i), shall be paid to the Purchaser on the Closing Date by way of adjustment to the purchase price and any revenues which are received by the Vendor from the sale of Petroleum Substances or otherwise related to the Assets after the Closing Date, but which are due to the Purchaser pursuant to subclause 4(b)(i), shall be paid to the Purchaser within five (5) days of receipt and any revenues received by the Vendor aforesaid shall be received by the Vendor as trust funds for the sole benefit of the Purchaser. Any revenues which are received by the Purchaser from the sale of Petroleum Substances or otherwise related to the Assets after the Closing Date, but which are due to the Vendor pursuant to subclause 4(b)(i), shall be paid to the Vendor within five (5) days of receipt and any revenues received by the Purchaser aforesaid shall be received by the Purchaser as trust funds for the sole benefit of the Vendor;"

12. Clause 5(n) shall be amended by replacing the amount of \$40,000 therein with the amount of \$182,000.

13. Clause 6(d) shall be amended by deleting the same in its entirety and inserting the following in its place:

"(d) The Vendor is not a non-resident Canadian Corporation within the meaning of the Income Tax Act (Canada);"

14. Clause 6(i) shall be amended by inserting the following words after the word "Agreement" and prior to the word "has" in line 3 thereof, "and to the extent that the nature of its interest permits", such that the Clause as amended shall read as follows:

- "(i) The Vendor, to the best of its knowledge, information and belief, and other than in respect of the Participation Agreements, and to the extent that the nature of its interest permits, has caused to be performed, observed and satisfied all of its material duties, liabilities, obligations and covenants required to be satisfied, performed and observed by it, and is not, to the best of its knowledge, information and belief, in default under or in breach of, the material terms of any of the Leases, Unit Agreements or any other agreement pertaining to the Assets;"

15. Clause 6(q) shall be amended by adding the following words thereto at the end of that Clause "and except for those which do not in the aggregate exceed \$10,000" such that the Clause as amended shall read as follows:

- "(q) Vendor has not received, directly or through Signalta, Voyager, Westgrowth or Renaissance or otherwise, any Topgas Payments and Vendor has no Take or Pay Delivery Obligations in respect of the Petroleum and Natural Gas Rights other than as set out and described in Schedule "C" hereto and except for those which do not in the aggregate exceed \$10,000;"

16. Clause 9(b) shall be amended by adding to the end thereof the following words "The Purchaser and its authorized representatives shall keep confidential all information acquired in connection with such inspection in the event that the purchase and sale contemplated hereunder is not completed in accordance with the terms herein.", such that the Clause as amended shall read as follows:

- "b. The Vendor shall make available to Purchaser and its authorized representatives for inspection, all records pertaining to operating revenues and expenses relating to the Assets, all seismic, geological, geophysical and similar data, information, reports and interpretations relating to the Assets and all well and production records relating to the Assets which, in each case are in the possession of the Vendor or to which the Vendor is entitled or to which the Vendor has access. The Purchaser and its authorized representatives shall keep confidential all information acquired in connection with such inspection in the event that the purchase and sale contemplated hereunder are not completed in accordance with the terms herein."

17. The following shall be inserted as Clause 10(a)(v) as an addition to the Agreement:

"(a)(v) The Purchaser shall have delivered to the Vendor an Officer's Certificate stating that the warranties and representations set forth in Clause 7 hereof are true and correct as of the Closing Date."

18. Clause 11(e)(iii) shall be amended by inserting the following to the end of that Clause: "which are in the possession of the Vendor or of which, after due enquiry, it is aware;" such that the Clause as amended shall read as follows:

"iii. there are no other documents, agreements, contracts or correspondence which in any material manner amend, affect or alter the interest of the Vendor in and to any of the Assets which are in the possession of the Vendor or of which, after due enquiry, it is aware;"

19. Clause 11(i) shall be amended by inserting the following words at the end thereof: "failing which, the Vendor shall have made arrangements satisfactory to the Purchaser for the settlement or discharge thereof" such that the Clause as amended shall read as follows:

"i. The Vendor shall have delivered to the Purchaser in registrable form, releases and discharges from any person holding any encumbrance, lien, charge, or other security interest affecting the Assets, it being agreed that the Vendor shall obtain such release and discharges, failing which, the Vendor shall have made arrangements satisfactory to the Purchaser for the settlement or discharge thereof;"

20. Part I of Schedule A to the Agreement shall be amended by deleting the said Part I in its entirety and by incorporating therein as Part I of Schedule A those lands and leases which are set forth in Schedule A attached hereto.

21. The Agreement is amended so as to provide as follows:

- a. The Closing of the purchase and sale contemplated by the Agreement will commence at 10:00 o'clock on Thursday, March 21, 1985 and:
- i. will continue until 1:00 p.m. Calgary time on Friday, March 29, 1985, provided, however, that if at any time earlier than 1:00 p.m. Calgary time on March 29, 1985 the parties to the Closing have agreed that the Closing ought to occur, the Closing will be accelerated to such earlier time, whereupon the documents to be delivered and the monies to be paid shall be exchanged, all in accordance with the Closing agenda attached hereto and marked as schedule B.
 - ii. as at the commencement of the Closing, the Purchaser shall deliver to the counsel for the Purchaser the sum of \$32,250,000, which Purchase Price shall be deposited by such counsel in an interest bearing trust account with a Canadian chartered bank mutually acceptable to the Vendor and Purchaser, and which Purchase Price, subject to adjustment and together with interest accrued thereon from March 21, 1985 (interest to follow principal) shall be paid by the Purchaser to the Vendor upon the completion of the Closing;
 - iii. counsel for the Purchaser shall furnish to counsel for the Vendor a solicitor's trust letter confirming that the said funds are so held in his firm's trust account and that they will only be delivered for the purposes of closing the transactions contemplated hereby or if such transactions fail to close by 1 p.m. Calgary time on Friday March 29, 1985 returned to the Purchaser, it being understood that the transaction will close at such time as Vendor and Purchaser agree that it has closed.

22. The parties hereto agree that time shall continue to remain of the essence of the Agreement and of this agreement.

23. Except as herebefore set forth, the parties hereby ratify and confirm the terms and conditions of the Agreement.

24. This agreement shall be binding upon the parties hereto and their successors and assigns.

IN WITNESS WHEREOF the parties hereto have executed this agreement as of the day and year first above written.

BARRICK RESOURCES CORPORATION

Per: _____

RIFE RESOURCES LTD.

Per: _____

SCHEDULE "A" TO EXTENSION
AND AMENDING AGREEMENT DATED
14TH MARCH, 1985

SCHEDULE A

PART 1 LANDS

LANDS SEC.- TWP.-RANGE	WI % B.P.O.	LESSOR ROYALTY PAYABLE TO	OVERRIDES	
			B.P.O.	A.P.O.
29-56-16 W4	18.5625	CROWN S.S.	0%	0%
30-56-16 W4	18.5625	CROWN S.S.	0%	0%
34-56-16 W4	18.5625	CROWN S.S.	0%	0%
4-56-18 W4	14.8500	CROWN S.S.	9%	9%
9-56-18 W4	10.2465	F.H. 20%	6.21%	6.21%
16-56-22 W4	16.1400	CROWN S.S.	15%	0%
3-57-15 W4	18.5625	F.H. 16.667%	0%	0%
33-57-19 W4	41.2500	CROWN S.S.	1 1/2% on 22.22% + 15%	1 1/2% on 11.11%
18-58-15 W4	37.1250	CROWN S.S.	50% NPI	50% NPI
13-58-16 W4	37.1250	CROWN S.S.	50% NPI + 15%	50% NPI + 15%
6-58-18 W4	41.2500	CROWN S.S.	0%	0%
15-58-19 W4	41.2500	CROWN S.S.	0%	0%
17-38-4 W5	9.2812	CROWN S.S.	7.5%	7.5%
21-50-6 W5	6.9610	CROWN S.S.	0%	0%
31-50-6 W5	28.4608	CROWN S.S.	1.667%	1.667%
36-50-7 W5	18.5610	CROWN S.S.	1.25%	1.25%
16-57-3 W5	6.9610	CROWN S.S.	15%	15%
16-22-6 W4	9.6840	CROWN S.S.	0%	0%
33GS-42-12 W4	41.3667	F.H. 20%	15%	15%
8-42-13 W4	40.4250	F.H. 20%	15%	15%
17-42-13 W4	37.1250	F.H. 12.5%	16.42%	1.42%
21-42-18 W4	33.4125	F.H. 13.75%	6.5%	6.5%
6-43-12 W4	22.7291	CROWN S.S.	7.5%	7.5%
10-43-14 W4	37.1250	CROWN S.S.	15%	0%
18-43-14 W4	29.7000	CROWN S.S.	15%	0%
17-43-16 W4	0.0000	CROWN S.S.	7.85%	7.85%
35-43-16 W4	21.1241	F.H. 15%	15.3125%	1.25%
12-44-14 W4	37.1250	CROWN S.S.	0%	0%

SCHEDULE A: PART 1 LANDS

LANDS SEC.- TWP.-RANGE	WI % B.P.O.	LESSOR ROYALTY PAYABLE TO	OVERRIDES	
			B.P.O.	A.P.O.
34-44-15 W4	6.1875	CROWN S.S.	0%	0%
22-44-26 W4	4.1138	CROWN S.S.	1%	1%
18-45-8 W4	37.1250	CROWN S.S.	15%	0%
26-45-14 W4	53.8000	F.H. 20%	15%	15%
2-45-17 W4	41.2500	CROWN S.S.	0%	0%
22-45-21 W4	24.3334	CROWN S.S.	15%	0%
10-46-5 W4	17.2500	CROWN S.S.	12.5%	12.5%
5-47-9 W4	14.8500	CROWN S.S.	5.75%	5.75%
32-47-13 W4	29.7000	CROWN S.S.	16%	1%
19-47-16 W4	18.6150	F.H. 25%	0%	0%
9-48-15 W4	19.6150	F.H. 15%	8%	8%
9-48-15 W4	19.6150	F.H. 15%	8%	8%
31-48-17 W4	0.0000	F.H. 16%	0%	0%
17-49-11 W4	37.1250	F.H. 8.1836%	17.5%	2.5%
		CROWN S.S. on 34.53125%		
19-49-11 W4	32.3000	F.H. 25%	0%	0%
21-49-11 W4	37.1250	F.H. 15.4575%	.9375%	.9375%
		CROWN S.S. on 38.17%		
33-49-11 W4	37.1250	F.H. 17.5%	5%	5%
35-49-11 W4	24.7500	F.H. 17%	0%	0%
13-49-12 W4	19.8000	F.H. 12.5%	0%	0%
9-50-10 W4	18.5625	F.H. 20%	0%	0%
12-50-11 W4	23.7250	CROWN S.S.	0%	0%
14-50-12 W4	48.4200	CROWN S.S.	17.5%	17.5%
14-50-15 W4	37.1250	CROWN S.S.	15%	0%
21-50-15 W4	8.0750	F.H. 15%	0%	0%
35-50-15 W4	29.7000	F.H. 19%	9.75%	1.5%
18-51-12 W4	37.1250	CROWN S.S.	0%	0%
2-51-13 W4	9.2813	CROWN S.S.	0%	0%

SCHEDULE A: PART 1 LANDS

LANDS SEC.- TWP.-RANGE	WI % B.P.O.	WI % A.P.O.	LESSOR ROYALTY PAYABLE TO	OVERRIDES	
				B.P.O.	A.P.O.
17-53-12 W4	37.1250	18.6089	ptn. F.H. 19.97%	0%	0%
18-53-12 W4	37.1250	18.5625	ptn. CROWN S.S.	15%	0%
14-53-14 W4	18.5625	18.5625	CROWN S.S.	0%	0%
19-53-14 W4	40.8375	20.4187	F.H. 15.0%	16.0%	1.0%
22-53-14 W4	18.5625	18.5625	CROWN S.S.	0%	0%
24-53-16 W4	24.7500	24.7500	CROWN S.S.	0%	0%
10-54-16 W4	10.9500	9.3075	CROWN S.S.	0%	0%
10-54-17 W4	43.8000	37.2300	CROWN S.S.	7.5%	7.5%
11-54-17 W4	43.8000	37.2300	CROWN S.S.	7.5%	7.5%
14-54-17 W4	0.0000	20.6250	CROWN S.S.	0%	0%
9-55-15 W4	9.3075	9.3075	F.H. 12.5%	2.3244/mcf +15%	2.3244/ mcf +15%
16-55-15 W4	9.5625	9.5625	CROWN S.S.	0%	0%
32-55-15 W4	5.1562	5.1562	CROWN S.S.	0%	0%
2-55-16 W4	20.6250	20.6250	CROWN S.S.	0%	0%
34-55-17 W4	14.8500	14.8500	CROWN S.S.	9%	9%
22-56-16 W4	37.1250	37.1250	CROWN S.S.	15%	15%

SCHEDULE A

PART 1 LANDS

<u>LANDS SEC.- TWP.-RANGE</u>	<u>ROYALTY OR WORKING INTEREST</u>	<u>LESSOR ROYALTY PAYABLE TO</u>	<u>OVERRIDES</u>
30-50-19 W4	20.6667	CROWN S.S.	-
29-47-16 W4	20.6667	CROWN S.S.	-
35-49-17 W4	28.5715	F.H. 12.5%	-
18-50-16 W4	20.6667	CROWN S.S.	-
22-48-18 W4	6.458344	CROWN S.S.	-
10-50-19 W4	21.7927	CROWN S.S.	-
6-51-19 W4	28.5714	CROWN S.S.	-
21-49-17 W4	20.6667	+	+
20-43-12 W4	16.6667	CROWN S.S.	-
33-46-14 W4	14.2082	+	-
33-42-14 W4	20.0000	F.H. 12.5%	-
5-43-11 W4	6.8454	+	-
18-43-12 W4	16.6667	CROWN S.S.	-
			[1/300(2.5-7.5%) Oil, 7.5% (4¢/MCF) Conv to 25% @ PO for Oil Non-conv for gas]
9-43-14 W4	9.090924	+	-
13-43-14 W4	8.3330	F.H. 12.5%	-
16-45-12 W4	8.3330	CROWN S.S.	-
32-45-12 W4	8.3330	PTN CROWN S.S., PTN F.H. 15%	-
33-45-12 W4	16.6667	F.H. 15%	5%
4-46-13 W4	16.6667	CROWN S.S.	-
15-46-13 W4	12.9630	+	+
4-46-14 W4	16.6667	CROWN S.S.	-
5-46-14 W4	16.1128	+	-
11-45-12 W4	8.33333	CROWN S.S.	-
22-44-13 W4	16.6667	CROWN S.S.	-
17-46-11 W4	16.6667	PTN CROWN S.S. PTN PCP 15%	5.0%

<u>LANDS SEC.- TWP.-RANGE</u>	<u>ROYALTY OR WORKING INTEREST</u>	<u>LESSOR ROYALTY PAYABLE TO</u>	<u>OVERRIDES</u>
15-46-12 W4	11.1111	F.H. 15%	5.0%
6-46-12 W4	11.1111	CROWN S.S.	-
Killam North Gas Unit 2 *	6.26339	NOT LISTED	NOT LISTED
27-44-15 W4	16.6667	F.H. 15%	-
34-36-10 W4	20.6667	CROWN S.S.	-
6-37-9 W4	20.6667	CROWN S.S.	-
11-37-11 W4	20.6667	CROWN S.S.	-
3-37-10 W4	10.3334	+	-
12-37-10 W4	13.5477	CROWN S.S.	22.5% of (1/150(5-15%)) on oil, 15% on gas)
12-37-11 W4	10.3334	CROWN S.S.	-
18-37-9 W4	20.6667	CROWN S.S.	-
28-49-14 W4	21.15075	CROWN S.S.	1/125 (5-15%) Oil, 15% Gas (2 1/4¢/Mcf)
West Viking Gas Unit *	14.0964	NOT LISTED	NOT LISTED

*See attached

183GG.8

PART I - LANDS

<u>Land Description</u>	<u>Working Interest</u>	<u>Lease Burdens</u>
Sec. 29-47-13-W4M	21.15075%	1
Sec. 27-47-14-W4M	17.97820%	2, 3
Sec. 10-48-13-W4M	21.15075%	1
Sec. 28-48-13-W4M	21.15075%	1
Sec. 33-48-14-W4M	17.97820%	2, 3
Sec. 31-48-13-W4M	17.97820	2, 3
Sec. 32-48-13-W4M	21.15075%	1
Sec. 33-48-13-W4M	17.97820%	2, 3
Sec. 04-49-13-W4M	21.15075%	1
Sec. 05-49-13-W4M	17.97820%	2, 3
Sec. 06-49-13-W4M	21.15075%	1
Sec. 07-49-13-W4M	17.97820%	2, 3
N½ Sec. 09-49-13-W4M	17.97820%	2, 3, 21
Sec. 17-49-13-W4M	17.97820%	2, 3
Sec. 18-49-13-W4M	21.15075%	1
Sec. 13-49-14-W4M	17.97820%	2, 3
Sec. 20-49-14-W4M	21.15075%	1
Sec. 24-49-14-W4M	21.15075%	1
Sec. 21-49-13-W4M	17.97820	2, 3
NW Sec. 29-49-13-W4M	23.694122%	1, 4
Sec. 13-43-12-W4M	8.33%	2, 5
Sec. 14-43-12-W4M	8.33%	1
Sec. 15-43-12-W4M	8.33%	2, 6
Sec. 22-43-12-W4M	8.33%	1
S½ Sec. 25-43-12-W4M	9.33%	6, 7, 8,

N $\frac{1}{2}$ Sec. 25-43-12-W4M	8.33%	6, 7, 8,
S $\frac{1}{2}$ Sec. 26-43-12-W4M	8.33%	9
NE $\frac{1}{4}$ Sec. 26-43-12-W4M	8.33%	1
Sec. 34-43-12-W4M	8.33%	1
Ptn. Sec. 35-43-12-W4M (PCP)	8.33%	2, 5
Ptn. Sec. 35-43-12-W4M (CR)	8.33%	1
Sec. 36-43-12-W4M	8.33%	1
Sec. 2-44-12-W4M	8.33%	1
Ptn. NW $\frac{1}{4}$ Sec. 3-44-12-W4M	8.33%	8, 10, 11
SW $\frac{1}{2}$ Sec. 3-44-12-W4M	8.33%	8, 11, 12 13
Ptn. NE $\frac{1}{4}$ Sec. 3-44-12-W4M (PCP)	8.33%	2, 5
Ptn. NE $\frac{1}{4}$ Sec. 3-44-12-W4M (CR)	8.33%	1
SE $\frac{1}{4}$ Sec. 3-44-12-W4M	11.11%	14
Sec. 4-44-12-W4M	8.33%	1
Ptn. Sec. 9-44-12-W4M (PCP)	8.33%	2, 5
Ptn. Sec. 9-44-12-W4M (FR)	8.33%	15
Sec. 10-44-12-W4M	8.33%	1
Sec. 14-44-12-W4M	8.33%	1
Ptn. Sec. 15-44-12-W4M (PCP)	8.33%	2, 5
Ptn. Sec. 15-44-12-W4M (CR)	8.33%	1
Sec. 16-44-12-W4M	8.33%	1
Sec. 18-44-12-W4M	8.33%	1
Sec. 24-44-13-W4M	8.33%	1
Sec. 19-44-12-W4M	8.33%	2, 5
Sec. 20-44-12-W4M	8.33%	1
Sec. 22-44-12-W4M	8.33%	1

Sec. 25-44-12-W4M	8.33%	8, 11, 16
Sec. 28-44-12-W4M	8.33%	1
Sec. 29-44-12-W4M	8.33%	1
E $\frac{1}{2}$ Sec. 25-44-13-W4M	8.33%	17
W $\frac{1}{2}$ Sec. 25-44-13-W4M	8.33%	18
Sec. 36-44-13-W4M	8.33%	1
NE Sec. 1-45-13-W4M	8.33%	19
SE Sec. 1-45-13-W4M	8.33%	20

Footnotes:

1. Alberta Crown Sliding Scale Royalty.
2. 15% (min. 2¢/mcf) GORR payable to PanCanadian Petroleum Limited ("PanCanadian") on 50% of production.
3. 2.55% GORR payable to Voyager Petroleum (II) Ltd. ("Voyager II").
4. 1.875% GORR payable to Dome Petroleum Limited.
5. 5% GORR payable to Tei-Artctic Petroleum (1984) Ltd. ("Tei-Art").
6. 1/150 (5%-15%) on oil; 10% on gas (maximum Royalty Burden - 25%) GORR payable to Tei-Art.
7. 12.5% freehold royalty payable to Clarke, James F.
8. 5% GORR payable to PanCanadian.
9. 12.5% freehold royalty payable to Barty, Jane Jeffrey.
10. 12.5% freehold royalty payable to Swancoat, James Glynn.
11. 2.5% GORR payable to Tei-Art.
12. $\frac{1}{2}$ of 12.5% freehold royalty payable to Margaret Miller Timmons.
13. $\frac{1}{2}$ of 12.5% freehold royalty payable to Miller, James Max.
14. 12.5% freehold royalty payable to Reinke, John H. (Administrator).
15. 12.5% freehold royalty payable to the Town of Sedguick.

16. 12.5% freehold royalty payable to Donald Wm. Mawbey.
17. 12.5% freehold royalty payable to Seattle Farms Ltd.
18. 12.5% freehold royalty payable to Jason Baxter.
19. 12.5% freehold royalty payable to Ronald Perry Zavite.
20. 12.5% on oil, 15% on gas - freehold royalty payable to Can Oil & Gas.
21. 15.0% on 46.25% of production payable to Dome.

ABBREVIATIONS:

PCP: PanCanadian
CR: Crown
FR: Freehold
+: Exhibit 1

183GG.3

EXHIBIT 1Section 21-49-17 W4M

	<u>Lessor Royalty</u>	<u>Working Interest</u>	<u>Override</u>
NE 1/4 21	15%	1/5	-
NE 1/4 21	15%	3/20	-
NE 1/4 21	12.5%	1/2	25% Dome Min 5¢/mcf
NW 1/4 21	12.5%	1/3	-
S 1/2 21	25%	100%	-

Section 33-46-14 W4M

SW 1/4 33	15%
SE 1/4 33	12.5%
N 1/2 33	12.5%

Section 33-42-14 W4M

NW 1/4 33	12.5%
SW 1/4 33	12.5%

Section 5-43-11 W4M

NW 1/4 5; PLSD's 10&15	12.5%
PE 1/2 5	SS Crown
PS 1/2 5, LSD's 9&16	PCDN 15%

Section 9-43-14 W4M

N 1/2 9	1/3 of 12.5%
S 1/9 9	1/4 of 12.5%

Section 15-46-13 W4M

NE 1/4 15	12.5%	
SE 1/4 15	Federal Crown	1/600 (1 1/8 - 3 3/4%) oil 3 3/45 of 2.5 cents/mcf gas on 100% of prod'n from S.U. cons. apo to 12.5% W.I.

Section 5-46-14 W4M

SE 1/4 5	16 3/45 of 2/3 int.
	12.5% of 1/3 int,
W 1/2 5	12.5%

Section 3-37-10 W4M

Section 3	2/3 of 15%
PTN SW 1/4 3	12.5%

SCHEDULE B
CLOSING AGENDA

Sale of Canadian Oil and Gas Properties, of Barrick
Resources Corporation ("Barrick") to Rife Resources Ltd. ("Rife")

DATE: Not later than March 29, 1985

TIME: 10:00 a.m.

PLACE: Macleod Conference Room (16th Floor)
Macleod Dixon
1500, 324 - 8 Avenue S.W.
Calgary, Alberta

PARTIES:

1. Barrick
Represented by: Gary J. Last
Don A. Engle
2. Rife
Represented by: David J. Sandmeyer
William O. Ingram
3. Macleod Dixon ("MD")
Represented by: John S. Burns
W. Grant Buchan-Terrell
J. Jay Park
4. Burnet, Duckworth & Palmer ("BDP")
Represented by: Harry S. Campbell
Ken S. Stickland
S. Donald MacBeath
Katherine Sibold
5. Code Hunter ("CH") on behalf of The Royal Bank of Canada ("RBC")
Represented by: Judith A. Snider

TERMS OF CLOSING

All documents referred to in the Closing Agenda shall be duly executed and held in escrow with MD and BDP for the purpose of closing under the Letter Agreement of Purchase and Sale as amended until completion of the closing, at which time the documents referred to herein shall be distributed to the Vendor and Purchaser as required.

<u>Document</u>	<u>Prepared, Obtained or Assembled by</u>	<u>Delivered by</u>
1. Letter Agreement of Purchase and Sale dated December 5, 1984, between Barrick and Rife	Rife	Previously Delivered
2. Extension and Amending Agreement dated March 20, 1985, between Rife and Barrick	MD	Barrick, Rife
3. Petroleum and Natural Gas Rights Conveyance from Barrick to Rife	BDP	Barrick
4. Crown Transfers (and Lessee duplicate copies of Crown leases) (a) where Barrick is registered lessee (b) where Voyager Petroleum (II) Ltd. ("Voyager") is registered lessee (c) where Signalta Resources Limited ("Signalta") is registered lessee (d) where third parties are registered lessees	MD	Barrick
5. Declarations of Trust from Signalta to Rife re: (a) Birch Wavy Lake Gas Plant (b) Warwick South Gas Plant (c) Pembina Lobstick Gas Plant	MD	Barrick
6. Declaration of Trust from Signalta to Rife re scheduled lands	MD	Barrick
7. Trust Letter from Atkinson McMahon on behalf of Signalta re Declaration of Trust	Atkinson McMahon	Rife
8. Declaration of Trust from Voyager to Rife re scheduled lands	MD	Barrick
9. Declaration of Trust from Renaissance Resources Ltd. ("Renaissance") to Rife re scheduled lands	MD	Barrick
10. Trust Letter of Renaissance to BDP	Renaissance	Rife
11. Declaration of Trust from Westgrowth Petroleum Ltd. ("Westgrowth") to Rife re scheduled lands	MD	Barrick

<u>Document</u>	<u>Prepared, Obtained or Assembled by</u>	<u>Delivered by</u>
12. Declaration of Trust covering Signalta Lands from third parties to Rife re scheduled lands	MD	Barrick
13. Form C Transfer - Neomar Well	MD	Barrick
14. Declaration of Trust - Neomar Well	MD	Rife
15. Gas Plant Novation Documentation (where agreements exist) including, without limitation ((L) means letter from Signalta) (a) Forestburg Sour Gas Plant (L) (b) Viking Gas Plant (L) (c) Viking Kinsella Gas Plant (d) Viking Kinsella Compressor (L) (e) Norma Straddle Gas Plant (f) Killam Gas Plant (g) West Viking Gas Plant (h) Iron Creek Gathering System (i) Iron Creek Gas Plant (j) Iron Creek Booster (k) Forestburg Booster (l) Forestburg Gas Plant Expansion (m) Lobstick Compressor Station (Renaissance) (n) Drumheller Compressor (Renaissance) (o) Craigmile Gas Plant (Renaissance) (p) Erskine Gas Plant (Renaissance) (q) Majeau Lake Gas Plant (Signalta) (r) Viking Gas Gathering System (s) Killam Gas Gathering System (t) Viking Booster	MD	Barrick
16. Certified copy of following Joint Venture and Participation Agreements (as amended): (a) Joint Venture Agreement, February 23, 1977, among Renaissance, RBC, Camflo Mines Ltd. ("Camflo"), Northgate, Consolidated Morrison, Pezaro, Reed and Steeplejack (b) Joint Venture Agreement dated December 15, 1977, among Renaissance, Camflo, Rayrock, JR&S, Pezaro, Carpenter, Shaw, 110684, RBC and Martin-McNeely (c) Joint Venture Agreement dated February 15, 1979, among Renaissance, Voyager, Lorleith, Madson, PYX, Camflo, Rayrock, Carpenter, Dash, Morrison, Candor, Investors LP and Renaissance LP (d) Joint Venture Agreement and Operating Agreement dated July 28, 1977, among Signalta et al. 1977 Joint Venture	MD	Barrick

<u>Document</u>	<u>Prepared, Obtained or Assembled by</u>	<u>Delivered by</u>
(e) Joint Venture and Participation Agreement dated January 1, 1979, among Signalta et al. 1979 Joint Venture		
(f) Joint Venture Agreement dated February 1, 1980, among Westgrowth and Camflo		
(g) Joint Venture Agreement dated August 13, 1979, among Westgrowth, Camflo and Rotman		
(h) Joint Venture Agreement dated June 11, 1974, among Voyager Ltd., Voyager Limited, Luscar and Camflo		
(i) Farmout Agreement dated May 1, 1973, among Voyager, Merland, Camflo and Conoco		
(j) Joint Venture Agreement dated July 1, 1976, among Signalta, Precision and 91902		
(k) Joint Venture Agreement dated August 15, 1976, among Signalta, Precision, 91902 and Luscar		
(l) Farmout Agreement dated July 1, 1982 between Signalta and Camflo		
(m) Farmout Agreement dated June 1, 1983 between Signalta and Camflo		
17. Novation Agreements for Agreements referred to in No. 16 and, without limitation additional Novation Agreements re Documents of Title	MD	Barrick
18. Novation Agreements for TCPL Gas Purchase Contracts including, without limitation: (a) Provost Area (May 1, 1981) (b) 1977 Contract (Camflo) (Birch-Wavy) (c) West Viking Unit No. 1 Contract (d) North Killam Gas Unit No. 2	Barrick	Barrick
19. Complete Copies of Gas Purchase Contracts referred to in No. 18	Barrick	Barrick
20. Confirmation of Take-or-Pay Obligations, if obtainable	Barrick	Barrick
21. Assignment of Interest in PCP Freehold Mineral Leases for: (a) Signalta Lands (b) Voyager Lands	MD	Barrick

<u>Document</u>	<u>Prepared, Obtained or Assembled by</u>	<u>Delivered by</u>
22. PCP Rental Confirmation and Right of First Refusal Comfort Letter	Barrick	Barrick
23. Notices to Working Interest Owners of, without limitation: (a) Forestburg Sour Gas Plant (b) Viking Gas Plant (c) Viking Kinsella Gas Plant (d) Viking Kinsella Compressor (e) Norma Straddle Plant (f) Killam Gas Plant (g) West Viking Gas Plant (h) Iron Creek Gathering System (i) Iron Creek Gas Plant (j) Iron Creek Booster (k) Viking Booster (l) Forestburg Gas Plant Expansion (m) Lobstick Compressor Station (n) Drumheller Compressor Station (o) Craigmile Gas Plant (p) Erskine Gas Plant (q) Majeau Lake Gas Plant (r) Viking Gas Gathering System (s) Killam Gas Gathering System (t) Viking Booster	MD	Barrick
24. Notices to Working Interest Owners of: (a) Killam North Gas Unit No. 2 (b) West Viking Unit No. 1 (c) Pembina Ostracod "G" Unit	Barrick	Barrick
25. Release and Discharge of Security	CH	RBC
26. Withdrawals and Discharges of Caveats	CH	RBC
27. Canadian Imperial Bank of Commerce Comfort Letter	CIBC	BDP
28. Discharge of Security Interests	CH	RBC
29. Release and Discharge of Section 82 Assignments for British Columbia lands	CH	RBC
30. Release and Discharge of Assignments of Moneys Due under Specified Contracts in Form satisfactory to resolve TCPL condition	CH	RBC

<u>Document</u>	<u>Prepared, Obtained or Assembled by</u>	<u>Delivered by</u>
31. Letters from Voyager, Signalta, Westgrowth and Renaissance to Rife re access to files for reproduction purposes and access to geophysical data, engineering data and agreements and reports which are the right of joint venture participants to receive	Barrick	Barrick
32. Letter Agreement re dedication of Rife Gas to Signalta Gas Contract	Rife	Rife
33. Letter Agreement re Gas Plant Operations	Rife	Rife
34. Right of First Refusal Waiver Letters including, without limitation (or demonstration of no need for) (a) 10-54-16-W4M (Renaissance and Canadian Occidental) (b) 30-56-16-W4M (PCP, Home and Aberford) (c) S 1/2 21-50-6-W5M (Norcen, Prairie Oil, Ranger) (d) 18-58-15-W4M (Canterra) (e) 34-56-16-W4M (PCP, Home, Aberford) (f) 26-45-14-W4M (HBOG and Siebens) (g) 9-56-18-W4M (Merland, Westmin) (h) 5-47-9-W4M (PCP) (i) 7-17-19-18-W4M (Kywan Petroleum) (j) 24-18-18-W4M	Barrick	Barrick
35. Right of First Refusal Waiver Letters (a) Joint Venture Agreement dated June 11, 1974, among Voyager, Luscar and Camflo (b) Farmout Agreement dated May 1, 1973, among Voyager, Merland, Camflo and Conoco)		
36. Signalta Letter re Accounting Procedure	Barrick	Barrick
37. Barrick PUB Exemption Order	MD	Barrick
38. Letter from PUB confirming Barrick Exemption Order	MD	Barrick
39. Barrick Officer's PUB Certificate	MD	Barrick
40. Certified Resolution of Directors of Barrick approving Sale Agreement and Amendments thereto	Barrick	Barrick
41. Barrick Certificate of Incumbency	MD	Barrick

<u>Document</u>	<u>Prepared, Obtained or Assembled by</u>	<u>Delivered by</u>
42. Barrick Officer's Certificate re Land Records prepared to best of information and belief after due inquiry	MD	Barrick
43. Barrick Officer's Certificate re Warranties	MD	Barrick
44. Certified Resolution of Directors of Rife approving Sale Agreement and Amendments thereto	Rife	Rife
45. Rife Certificate of Incumbency	BDP	Rife
46. Rife Officer's Certificate re Warranties	BDP	Rife
47. MD Opinion re Corporate Matters	MD	MD
48. BDP Opinion re Corporate Matters	BDP	BDP
49. BDP Opinion re Title Matters	BDP	BDP
50. Interim Statement of Adjustments (a) adjustment of revenue after effective date (b) adjustment re January take-or-pay adjustment	Barrick	Rife
51. Direction to Pay Proceeds to: (a) FBC (b) Wood Gundy (c) Barrick	MD	Barrick
52. Rife Certified Cheque to: (a) RBC (b) Wood Gundy (c) Barrick	Rife	Rife
53. Receipts	MD	RBC, Barrick, Wood Gundy
54. Agreement among Barrick, and Rife re Statement of Claim for cancelled leases	BDP	Rife

POST-CLOSING MATTERS

1. Press Release

DocumentPrepared,
Obtained or
Assembled byDelivered by

2. Delivery of Additional Transfer Documentation as required
3. Final Statement of Adjustments within 150 days

PR.11

NIM MANAGEMENT LTD.
303 - 535 Thurlow Street
Vancouver, British Columbia
V6E 3L2

Barrick Resources Corporation

Name and Address of Public Mining Company

Attention: Mr. Robert M. Smith

Re: NIM and Company, Limited Partnership
- 1985 (the "Partnership")

The Partnership intends to spend monies on a program of mineral exploration developed by Barrick Resources Corporation (the "Company") on mineral resource properties in a province or territory of Canada other than Quebec. Either the Company or a subsidiary, as that expression is defined in Section 248(1) of the Income Tax Act (Canada) (the "Tax Act"), will make or incur certain expenditures eligible as Canadian exploration expenditures for inclusion in the calculation of mining exploration depletion allowance in the 1985 calendar year for and on behalf of the Partnership and will manage the program of mineral exploration for and on behalf of the Partnership.

The Partnership is prepared to commit \$2,000,000 to carry out the program.

This letter sets out the major terms and conditions of our agreement. The Partnership and the Company will execute and deliver a formal agreement (the "Formal Agreement") prepared by our solicitors and acceptable to you in substantially the same form as that attached to this agreement as Schedule "A".

This agreement is subject to fulfillment of the following conditions within 30 days of the effective date of execution of the Formal Agreement:

- (a) acceptance by the board of directors of NIM Management Ltd. (the "General Partner");

- (b) acceptance by the board of directors of the Company;
- (c) if necessary, acceptance by the applicable stock exchange of the issuance of the common shares described below.

The Agreement is also subject to the condition precedent that the Partnership successfully complete a public offering of Units pursuant to a prospectus.

The Company will use its best efforts to carry out for and on behalf of the Partnership a program of mineral exploration in a province or territory of Canada other than Quebec on a mineral resource property beneficially owned by the Company or a subsidiary, or the Company and a subsidiary, or on a mineral resource property in which the Company or its subsidiary has, or the Company and subsidiary each has, an interest or a right to acquire an interest. The Company or the subsidiary will make or incur on behalf of the Partnership expenses in the 1985 calendar year which qualify as a Canadian exploration expenses and which qualify for inclusion in the mining exploration depletion base as defined in Section 1203(2) of the draft amendments to the Regulations to the Tax Act published on February 6, 1984. The Company will also manage the program for and on behalf of the Partnership.

In consideration that the Partnership makes or incurs qualified expenditures as described above the Company will issue to the Partnership the number of shares that is equal to

- (a) the total of qualified expenditures made or incurred on behalf of the Partnership,

divided by

- (b) the issue price per share.

The issue price per share will be that amount which it is 160 ¢ of

- (i) the closing sale price, or if there is no sale price, the average of the closing bid and closing asked prices, of the shares on the Toronto (stock exchange) on the date of filing of the final prospectus of the Partnership, or

- (ii) the closing sale price, or if there is no sale price, the average of the closing bid

and closing asked prices, of the shares on the Toronto (stock exchange) on the closing date under the final prospectus of the Partnership.

The premium stated above will be adjusted in certain circumstances including the failure of the mining depletion exploration allowance to be enacted.

The issue price per share will be determined within 24 hours of receipt by the Company of notice of the filing of the final prospectus or, in default of the Company selecting a method for determination of the issue price per share, by the Partnership.

The engagement of the Company as the Partnership's agent and manager will terminate on the earlier of

- (a) the close of business on December 31, 1985,
- (b) when it becomes unlawful for the Company to carry out on the Partnership's behalf all or substantially all of the program,
- (c) when it becomes apparent to the Partnership that the Company or its subsidiary is not capable of carrying out on the Partnership's behalf all or substantially all of the program,
- (d) the effective date of the application of any statute or regulation which prevents expenditures from becoming qualified expenditures, or
- (e) the bankruptcy or receivership of the Company.

Rights will, however, accrue to the Partnership to any termination. The Partnership may assign this contract to a related partnership with the same general partner if any part of the program is to be carried on in Quebec. Any assignment would have the same effect, as between the related partnership and the Company, as if this agreement were entered into by the related partnership and the Company, instead of the Partnership and the Company.

The Formal Agreement will also provide the Company will

- (a) hold harmless and indemnify the Partnership and its members, the General Partner, and any investment dealer executing the certificate of the agent in the aforementioned prospectus,

- (b) maintain insurance on behalf of the Partnership and its members in an amount to be determined by the General Partner until termination of the program,
- (c) cooperate to the fullest extent with the Partnership in applying for and obtaining any government grant or other assistance available for carrying out the program.

The Company will also permit the Partnership to publish the name of the Company and the amount of the program in a final prospectus.

Between the execution of this letter of intent and the execution of the Formal Agreement, the Partnership will have the right to enquire of the Company with respect to all matters relating to the program and the ability of the Company to complete the program in the 1985 calendar year.

The Partnership will pay the Company money by depositing net proceeds of the offering of Partnership units under a prospectus with a qualified trust company in Canada. The Company will deliver appropriate documents, as set out in the Formal Agreement, to the trust company requesting payment of monies and will deliver certificates representing the shares to be issued to the Partnership and any opinions or certificates reasonably requested by the Partnership. No payment will be made until five business days after the closing date. Requests for payment must be made by January 31, 1986. If a request is not received by that time the trustee will return all monies on deposit to the Partnership.

The Formal Agreement will also contain covenants of the Company with respect to completion of the program, qualification of the expenditures as qualified expenditures, validity of issuance of the shares, listing of the shares, that the shares do not constitute prescribed shares as defined in the draft regulations to the Tax Act, resale restrictions, that the shares at the time of issuance will not represent not more than 10% of the issued and outstanding shares of any one class of the Company, the market capitalization of the Company and with respect to the dilution of the shares by other acts of corporate reorganization done by the Company and such other covenants as our solicitors consider appropriate.

The Formal Agreement will also contain provisions with respect to the reduction of the amount committed hereunder if the Partnership does not raise the gross amount of \$70,000,000 from an offering of units, the effect of the amendments

enacting the mining depletion allowance not being enacted and such other conditions as our counsel considers appropriate.

This offer and any matter relating to it is confidential and will not be communicated to any third party without the written consent of the Partnership.

If the above terms and conditions are acceptable to you, we would appreciate if you would execute and return the copy of this letter. We will then instruct our solicitors to prepare the Formal Agreement for your examination.

Yours very truly,

NIM AND COMPANY, LIMITED
PARTNERSHIP - 1985 by
its general partner
NIM MANAGEMENT LTD.

Per: Dennis W. Milburn
Dennis Milburn
Vice-President

Approved and accepted this 1st day of March, 1985.

Barrick Resources Corporation

Per: Robert M. Smith

EX V-P MINING

0788s